



The Deep River Public Library

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Policy Title:	Meetings of the Board	Initial Policy Approval Date:	June 2020
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Board members must meet regularly to ensure the proper governance of the Library and to conduct the business of the Board. Since the Library Board 'as a whole' has the authority to act, and not individual members, the Board meeting is the major opportunity for the Board to do its work. This bylaw sets procedures to follow for meetings and ensures compliance with the *Public Libraries Act*, R.S.O. chapter P.44.

Section 1: Types of Meetings

- 1) Board meetings will be open to the public unless the subject matter being considered falls within the parameters of the *Public Libraries Act*, section 16.1 (4) as stated below.
- 2) The Library Board shall hold at least seven regular meetings in each year, and at other times as it considers necessary, in accordance with section 16 (1) of the *Public Libraries Act*.
- 3) In accordance with the *Public Libraries Act*, section 14 (1), the first meeting in each new term shall be called by the Chief Executive Officer (CEO) upon receipt of the confirmation of appointments from the Municipal Clerk. This inaugural meeting shall be held as soon as possible after the appointments are made by Municipal Council.
- 4) At the first meeting, the CEO shall oversee the election of the Chair. The Chair will preside over elections for the remaining officers.
- 5) In accordance with the *Public Libraries Act*, section 16 (2), the Chair, or any two members of the Library Board, may summon a special meeting by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called. This shall be the sole business transacted at the meeting.
- 6) In accordance with the *Public Libraries Act*, section 16.1 (4) and (5), a meeting or part of a meeting may be closed to the public if the subject matter being considered is:
 - a) the security of the property of the Board;
 - b) personal matters about an identifiable individual;
 - c) a proposed or pending acquisition or disposition of land by the Board;
 - d) labour relations or employee negotiations;
 - e) litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
 - f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

- g) a matter in respect of which a Board or committee of a Board may hold a closed meeting under another Act;
 - h) or if the subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, chapter M56, if the Board or committee of the Board is the head of an institution for the purposes of that Act.
- 7) In accordance with the *Public Libraries Act*, section 16.1 (6), before holding a meeting or part of a meeting that is to be closed to the public, the Library Board or committee of the Board shall state by resolution:
- a) the fact of the holding of the closed meeting and
 - b) the general nature of the matter to be considered at the closed meeting.
- 8) In accordance with section 5 of the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50, s. 5 (1) and (2), when present at a meeting where a member has any pecuniary interest, direct or indirect, in any matter considered, the Board member:
- a) shall disclose their interest and the general nature thereof, prior to any consideration of the matter at the meeting;
 - b) shall not take part in the discussion of, or vote on any questions in respect of the matter;
 - c) shall not attempt in any way whether before, during, or after the meeting to influence the voting on any such question;
- Where the meeting referred to is closed to the public, in addition to complying with the requirements above, the member shall leave the meeting or the part of the meeting during which the matter is under consideration.
- 9) Board members may attend Library Board meetings remotely via teleconference or internet videoconferencing.
- a) Meetings held remotely must be conducted so that all participating Board members can hear each other at the same time, and that the public can hear the deliberations and interact in real-time.
 - b) Members who wish to attend remotely must give the Chief Executive Officer notice so that the equipment can be made ready.
 - c) Members participating remotely must join using a technology that enables verification of their identity as a Board member.
 - d) Meeting minutes will reflect that a member is participating remotely.
 - e) Quorum applies to members attending in-person and remotely.
 - f) Members participating remotely may vote.
 - g) If the Board Chair attends the meeting remotely while other members meet in-person, then the Vice-Chair or Acting Chair will chair the meeting.

Section 2: Order of Proceedings

1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Library Board in cases where there this bylaw does not.
2. Meetings shall be called to order by the Chair on the hour fixed for the meeting. In the absence of the Chair, the Vice Chair will preside over the meeting.
3. In accordance with the *Public Libraries Act*, section 16 (5), the presence of a majority of the Board is necessary for the transaction of business at a meeting.

- a) Where a quorum is not present within fifteen minutes of the hour fixed for a meeting, the Secretary shall record the names of the Board Members present and the meeting shall stand adjourned until the next meeting or until a special meeting is called.
 - b) Members in attendance for a regular meeting, when no quorum is present, may constitute themselves as a committee to deal with such agenda items as they see fit. However, no decisions taken at such meeting may be executed until ratified by motion at a regular meeting of the Library Board.
 - c) If the majority of Board members notify the Secretary of their anticipated absence from a meeting, the Secretary shall notify all members of the Library Board that the meeting is cancelled.
4. In accordance with the *Public Libraries Act*, section 13, should a member be absent for three consecutive meetings, the Board shall:
- a) consider the member disqualified from the Board and notify the appointing Council that the seat is vacant, or
 - b) consider the circumstances of the absence and pass a resolution authorizing that person to continue as a Board member.
5. The Chair shall prepare the meeting agenda in consultation with the Chief Executive Officer. The agenda and standard reports shall be available to members the Monday prior to the Thursday meeting.
6. Delegations:
- a) Any person wishing to address the Board on matters relating to the library may do so by submitting a written request to the CEO on the day preceding the circulation of the meeting agenda. After this time, any person wishing to address the Board on an item of business listed on a meeting agenda, must submit a written brief to the CEO, no later than 10:00am on the day preceding the meeting.
 - b) The Board reserves the right to request additional information before granting delegation status. The Board may refuse to hear delegations if, in the opinion of the Chair, the subject of the presentation is beyond the library's jurisdiction, or where it contains obscene or defamatory content.
 - c) Delegations may not provide personal information (including views or opinions) about someone else, without confirming that prior agreement of that individual has been granted.
 - d) Unscheduled delegations will require a majority vote to proceed.
 - e) Delegations are limited to fifteen minutes, exclusive of questions posed by the Board.
 - f) Any person addressing the Board is expected to observe the rules of conduct set out in this by-law.
7. In accordance with the *Municipal Freedom of Information and Protection of Privacy Act*, notes taken of any presentation, delegation, written submission, or item of correspondence shall become part of the record of the public Board meeting. Personal information about the participants will become part of the public record. Personal information about individuals referred to will not be published by the Board without written permission of the identified individual.

8. Voting:
 - a) All motions at Board meetings, except those approving or amending the bylaws, are decided by a majority of votes cast.
 - b) A motion to add, amend or remove a bylaw shall require a majority vote of at least two thirds of the members in order to be carried.
 - c) In accordance to the *Public Libraries Act*, section 16 (6), the Chair of the Board may vote with other Board members upon all questions. Any question on which there is an equality of votes shall be deemed to be negative.
 - d) In accordance to the *Public Libraries Act*, section 16.1 (7) and (8), a meeting shall not be closed to the public during the taking of a vote except if:
 1. Section 1 (6) of this bylaw requires the meeting to be closed to the public; and
 2. The vote is 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.
9. Once approved, minutes of meetings are the official record of decisions and provide direction for officers and employees in their subsequent actions.
 - a) Minutes are approved at the next meeting of the Library Board and signed by the Chair.
 - b) Minutes (excluding in-camera minutes) are public documents and shall be made available to the public.
 - c) Minutes of closed meetings are approved at the next in-camera session of the Board, kept separately in a locked cabinet in the Library Archive Room by the Chair and Secretary, and held to be confidential.

Section 3: Chairing the Meeting

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

- a) call the meetings to order;
- b) announce the business before the Library Board in the order in which it is to be acted upon;
- c) receive and submit all motions presented by the Board members;
- d) put to vote all motions which are moved and seconded, and announce the results;
- e) decline to put to vote motions which infringe the rules of procedure;
- f) enforce rules of conduct and decorum;
- g) authenticate, by signing, all bylaws, resolutions and minutes of the Library Board;
- h) represent and support the Library Board, and abide by its decisions;
- i) receive all messages and communications on behalf of, and announce them to, the Library Board;
- j) ensure that the decisions of the Library Board are in conformity with the laws and bylaws governing the activities of the Library Board.

Section 4: Board Meeting Ground Rules

The Library Board strives to set a productive environment, conducive to exploring ideas as a team.

1. Library Board Members adhere to the Town of Deep River's Council Code of Conduct, bylaw 54-2014.

2. Board Members shall observe the following ground rules:
 - a) All Board Members are equal, and take responsibility for their participation.
 - b) Diverse opinions are valued and respected. All Members will have the opportunity to contribute, to listen, and to be heard. Discussion that questions, accesses the wisdom of the group, and supports creative thinking is valuable.
 - c) To support effective communication, meeting participants will take turns speaking as directed by the Chair.
 - d) Each Member is mindful of confidentiality and conflict of interest.
 - e) Each participant is respectful of each other's time, and the focus of the agenda.

Related Documents:

- ***Municipal Freedom of Information and Protection of Privacy Act***, R.S.O. 1990, chapter M56
- ***Public Libraries Act***, R.S.O. 1990, chapter P44, section 14 and section 16.1
- ***Town of Deep River Bylaws, no. 53-2014 and 54-2014***
- ***Robert's Rules of Order New Revised***
- ***15 Ground Rules for Nonprofit, Staff and Board Meetings by Simone Joyaux***
- ***Deep River Public Library Bylaws***, BL – 01 *Statement of Authority, Powers and Duties*, BL – 02 *Composition and Terms*, and BL – 04 *Amendment of Bylaws*.