

<b>Policy Type:</b> Governance	<b>Policy Number:</b> BL-01
<b>Policy Title:</b> NCPL Procedural By-law	<b>Policy Approval Date:</b> March 2024
	<b>Policy Review Date:</b> March 2027

## Being a Procedural By-law for the Norfolk County Public Library Board

The Norfolk County Public Library Board, hereafter referred to as the Board, is a corporation appointed under and acting in accordance with the Public Libraries Act, R.S.O., 1990, Chapter P.44 and the current provisions of the Municipality of Norfolk County By-law.

The Board recognizes that the Act sets out procedures for the appointment of members of the Board, the qualifications of members, terms of membership disqualification of members, and vacancies on the Board.

Administration Offices located at 46 Colborne Street South, Simcoe, Ontario N3Y 4H3

### Section 1: The Purpose of the Board

The purpose of the library board is to govern the affairs of the public library service in the community. This procedural by-law sets out the work of the library board and the way in which the library board achieves its purpose.

The Norfolk County Public Library shall seek to provide a comprehensive and efficient public library service that reflects the community’s unique needs.

1. The library board oversees the development of a comprehensive and efficient public library service by:
  - a) developing and expressing the library board’s philosophy and values
  - b) articulating mission, service priorities and long-term strategy
  - c) setting policies on governance and service
  - d) delegating authority to the Chief Executive Officer (CEO) and evaluating their performance
  - e) planning for further library development
  - f) advocating for library service
  - g) securing the resources to achieve the intended results

- h) exercising financial control, evaluating results, and assessing outcomes and impact
- 2. The library board governs effectively by:
  - a) setting an annual library board agenda that reflects current goals and strategic issues
  - b) working proactively and making decisions that focus on the library's future and place in the community
  - c) providing opportunities for board development and training
  - d) working effectively as a team
  - e) working collaboratively with the CEO and Council
  - f) evaluating the board's performance
  - g) engaging the community in determining responsive and dynamic library service
  - h) behaving with integrity

## **Section 2: Meetings**

### **1. Regular Meetings**

1. In accordance with the [Public Libraries Act, R.S.O. 1990, c. P.44](#), the Board shall hold at least seven (7) regular meetings annually. It will be the Board's policy to hold nine (9) regular meetings and conduct special meetings at such other times as it considers necessary.

### **2. Time and Place of Regular Meetings**

1. The board's meeting schedule will be determined annually.
2. The time, date and/or location of a regular meeting may be altered by Board resolution. In exceptional circumstances, forty-eight (48) hours' notice may be given to Board members of the time, date and location of any special Board meeting required.
3. Meeting length shall be no longer than two (2) hours. Should additional time be required, a motion must be passed to extend the length of the meeting.
4. The meetings of the Board, including meetings of the Board sitting in Committee of the Whole, shall be open to the public.
5. The chairperson may expel or exclude from any meeting any person who has demonstrated improper conduct at the meeting.

### **3. Types of Meetings**

1. Board members may attend board meetings via teleconference call or internet video conferencing call.

2. 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.
3. Every effort shall be made by members to attend meetings physically in person, but a member of the library board or a committee may attend, participate and vote at an open or closed meeting remotely.
4. Members who wish to attend a meeting remotely must give notice 48 hours before the commencement of the meeting to the Secretary so that the equipment can be made ready.
5. Meeting minutes will reflect that a member is participating remotely.
6. If the chair of the library board attends the meeting remotely, then the vice-chair chairs the in-person meeting.
7. Quorum applies to the members attending in person and remotely.

#### **4. Commencement of the Proceedings**

1. The Chairperson shall call the meeting to order at the designated time.
2. The secretary-treasurer shall record in the minutes the members present.

#### **5. Quorum**

1. The presence of a majority of the Board is necessary for the transaction of business.
2. A member of the Board can participate electronically in a meeting and shall be counted in determining whether or not a quorum of members is present at any point of time as per the Municipal Act, 2001, S.O. 2001, c. 25.

#### **6. Quorum Lacking**

1. Should a quorum not be present within fifteen minutes of the appointed meeting time, the meeting may stand adjourned. The Secretary- Treasurer shall then record the names of the members present and enter them in the minutes.
2. Notwithstanding Item 5.1, the members present may agree to proceed with the agenda informally, on the understanding that any decisions taken will be placed before the next meeting for ratification.

#### **7. Special Meetings**

1. The Chairperson or any two members of the Board may summon a special meeting of the Board by giving each member forty-eight (48) hours' notice in writing, specifying the purpose for which the meeting is called with the board secretary or CEO providing notice of the meeting.

## **Section 3: Members of the Board**

### **1. Officers of the Board**

1. The Officers of the Board shall be the Chair, Vice-Chair, and the Chief Executive Officer as the Secretary-Treasurer (or designate). Each Officer shall be elected annually.
2. Chairperson: At the first meeting following appointment of the Board, the Board shall elect a Chairperson and a Vice- Chairperson from its members.

### **2. Signing Authority**

Signing authority for cheques drawn on Board accounts shall consist of two of the following:

- Board Chair
- Board Vice-Chair
- Secretary-Treasurer (NCPL CEO (or designate)

### **3. Conflict of Interest**

1. A conflict of interest is a conflict between a Board member's personal interest and the interest of the Board and their responsibility as a member of the Board. The conflict might be actual or perceived. A conflict may exist whether or not there is a financial benefit to the Board member. It is the responsibility of each Board member to be aware of conflict of interest as detailed in the [Municipal Conflict of Interest Act, R. S. O. 1990. C. M.50.](#)

### **4. Duties of the Chairperson:**

The Board Chairperson shall be responsible for:

- a) presiding at regular and special meetings of the Board in the manner and to the extent prescribed by the Board
- b) conducting Board meetings in accordance with library and any other relevant legislation
- c) in the absence of specific authority, not committing the Board to any course of action
- d) serving as ex-officio member of all Board committees
- e) acting as one of the authorized signing officers of all documents pertaining to Board business
- f) 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
- g) acting as the spokesperson for the Board

- h) determining the responsibility of committees to deal with matters which arise where it is unclear as to which committee has responsibility, subject to eventual confirmation by the Board
- i) ensuring that vacancies on Board committees are filled as expeditiously as possible
- j) advising the Vice-Chairperson, if for any reason, the Chairperson is temporarily unable to perform the duties of the Chairperson
- k) any other powers, duties and responsibilities as may, from time to time, be assigned to the Chairperson by the Board

**5. Duties of the Vice-Chairperson:**

The Vice-Chairperson shall be responsible for:

- a) performing all the duties and responsibilities of the Chairperson in the absence of the Chairperson
- b) any such other powers, duties and responsibilities as may, from time to time, be assigned to the Vice-Chairperson by the Board

**6. Elections of Officials of the Board:**

1. At the first meeting following appointment, the Board shall elect a Chairperson and Vice-Chairperson from its members.
2. Thereafter, the Chairperson and Vice-Chairperson will be elected annually.
3. Elections shall be decided by majority vote when there are two candidates and plurality vote when there are more than two.
4. If only one nomination is received for a position, the candidate shall be declared elected by acclamation.
5. In the event of a tie, a secret ballot between the tied candidates shall be cast.

**7. Nominations for Officials of the Board:**

1. Nominations for Chairperson and for Vice-Chairperson may be made from the floor by any Board Member. Nominations require a mover and seconder.
2. Nominees shall be given the opportunity to accept or decline the nomination.
3. Candidates shall be free to withdraw verbally prior to the vote.
4. Members unable to attend are eligible for election by informing the Secretary in writing of their willingness to stand for office and in which positions, if nominated.
5. The Chairperson and Vice-Chairperson will be elected on an annual basis.

## **8. Chief Executive Officer:**

1. The Board shall appoint a Chief Executive Officer who shall have general supervision over the direction of the operation of the public library and its staff, shall attend all board meetings and shall have the other powers and duties that the Board assigns.

## **9. Secretary-Treasurer:**

1. The Board shall appoint a Secretary-Treasurer who 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 finances
  - d) manage financial accounts in the name of the Board including depositing all money received on the Board's behalf to those approved accounts
  - e) disburse the money as the Board directs
2. The same person may be both the secretary and the treasurer, and the chief executive officer appointed under subsection (2) may be the secretary and may be the treasurer. R.S.O. 1990, c. P.44, s. 15 (5).

## **Section 4: Board Meetings**

### **1. Voting**

- a) Every member present when a question is put forward shall either vote in the positive, in the negative, or abstain.
- b) The Chairperson of the Board may vote upon all questions.
- c) Any vote on a resolution shall require a simple majority of the members present to be passed, except for a resolution on a By-law, which shall require a two-thirds majority of the members present. Any question on which there is an equality of votes shall be deemed in the negative.
- d) Any member present who has a conflict of interest (real or perceived) in the matter before the Board is not eligible to vote.
- e) Voting shall normally be by a show of hands.
- f) A member may request a recorded vote prior to the vote being held.
- g) Board members in the meeting may vote by telephone or electronically. Email and proxy votes shall not be permitted.

### **2. Agenda**

- a) The Chief Executive Officer, in consultation with the Chairperson, shall decide subject matters and items to appear on the Board Agenda as well as any delegations to be heard by the Board.
- b) A full agenda package will be sent to Board members electronically and/or

in paper format (as preferred) no later than the Friday preceding each regular meeting of the Board.

- c) Agendas are publicly available on the Norfolk County Public Library website 5 days in advance.

### **3. Rules of Debate**

The rules of Robert's Rules of Order (latest edition) shall govern so far as applicable (unless otherwise stated in the Public Libraries Act).

### **4. Order of Business**

1. An agenda shall be distributed to the Board prior to the time of Board meetings.
2. The order of business to be conducted at the regular meetings of the Board shall include, but not be limited to the following:
  1. Call to Order
  2. Approval of the Agenda
  3. Pecuniary/Conflict of Interest Declaration
  4. Minutes, Receipt and Approval of
  5. Business Arising from Previous Meeting
  6. Reports
  7. Other business
  8. Correspondence
  9. Next Meeting/Future Meetings
  10. Adjournment
3. The Board may at any time suspend or vary the order of business as outlined on the agenda by agreement of a majority of the members present.

### **5. Closed Meetings**

1. The Board may, by resolution, move into a Closed Meeting to deal with matters referred to it by the Board and in accordance with the Public Libraries Act, section 16.1(4), 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 2002, c. 17, Sched. C, s. 24(5)
2. The meeting is held for the purpose of educating or training the members.
  3. At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board. Municipal Act, 2006, c. 32, Sched. A, s. 103 (1).

## **6. Minutes of Closed Meetings**

1. Before moving into a closed session, the board shall appoint a board member to take the closed session minutes.
2. Minutes of Closed Meetings are confidential.
3. Minutes of Closed Meetings shall be approved at the next regular meeting of the Board only by those present at the closed meeting. Any direction given during a closed session shall be part of the final Minutes of the meeting with the sole exception that the Board's Secretary may designate the Minutes of closed sessions as confidential if Section 28(2) of the Public Libraries Act applies.
4. Minutes of closed sessions shall follow the set/established format and be submitted to the Library Board Chair prior to the next Board meeting agenda preparation. See Appendix.
5. The draft closed session minutes will be provided to Board members that were in attendance at the closed session at the next regular board meeting for review prior to the adoptions of the minutes.
6. Closed minutes shall not be recorded or saved in any way to any personal device.
7. Minutes of closed sessions are sealed, marked confidential, and delivered to the County Clerk for secure storage.

Minutes of the in-camera portion of the meeting will be marked confidential and issued to the Board for approval and then filed in a secure place by the Secretary of the Board.

## **Section 5: Board Committees**

### **1. Committees**

1. Board committees specialize in key areas of the Board's overall operation and, where appropriate, develop recommendations that go to the full Board for consideration. The committees' objectives are to facilitate Board processes and promote effective decision-making.

2. Committees operate under delegated authority from the Board and so will not take action or make decisions unless specifically mandated to do so. These guidelines apply to all Board committees and supplement the specific terms of reference for each committee.

## **2. Standing Board Committees**

1. The Board may establish standing committees. For example:
  - a) Human Resources Committee
  - b) Finance Committee
  - c) Policy Development and Review Committee
  - d) Memorandum of Understanding Committee
  - e) Strategic Planning Committee
  - f) Facilities Planning Committee
2. Committee members are approved by resolution for the term of the Board.
3. The Chairperson may be appointed to any standing committee in which case they shall be counted in the formation of a quorum and may vote on any question.
4. Each committee will review its Terms of Reference as needed and brought to the Board for approval.

## **3. Special Committees**

1. The Board may appoint Special Committees at any time as it is deemed necessary.
2. A resolution establishing a special committee shall set forth the terms of reference of the committee.
3. The Chairperson may be appointed to any special committee in which case they shall be counted in the formation of a quorum and may vote on any question.
4. When a special committee has completed its work and made its report to the Board, it dissolves automatically.

## **4. Quorum of Standing and Special Committees**

1. A quorum of any Board committee, whether a standing or a special committee, shall be a majority of the members thereof.
2. A Committee shall not consider any business if a quorum is not present.

## **5. Chairperson of Committees**

1. A Committee shall select a chairperson for the term of the committee at its first meeting.

## **6. Members of Committees**

1. Where the resolution establishing a committee does not appoint members, the Chairperson of the Board shall appoint them.
2. The Board may appoint persons to committees who are not members of the Board.

## **7. Meetings**

1. Each committee shall meet at such time and place as the Chairperson or Committee shall determine at the Committee's first meeting.
2. The frequency of committee meetings shall be defined in each committee's Terms of Reference.
3. No Board committee, whether a standing or a special committee, shall meet while the Board is in session.

## **8. Secretary**

1. A secretary shall be appointed for each committee, who shall:
  - a) keep the minutes of the meetings
  - b) perform any other secretarial functions as required

## **9. General Provisions for Standing and Special Committees**

1. The Chairperson of the committee may vote on any question before the committee and in the event of an equality of votes, the question is defeated.
2. The Chairperson of the committee will present a written report to the Board.
3. Committees may consider and report on such matters only as have been referred to them by the Board.
4. Members of the Board may attend the meetings of committees but shall not be allowed to vote; nor shall they be allowed to take part in any discussion or debate except by the permission of the majority of the members of the committee.

## **10. Review and Changes to By-laws**

1. By-laws shall be reviewed by the Policy Committee on request by the Board.
2. By-laws may also be reviewed/revised at the direction of the Board, when required. Any changes or revisions to the By-laws shall require a two-thirds majority of the members present.

## **Section 6: Public Delegations**

1. Residents and community association representatives may attend and address the Board as a delegation or provide correspondence to be presented at any regular meeting.

2. Delegations wishing to address the Board must advise the CEO in writing of their intent at least fourteen (14) days prior to the Board meeting date.
3. Unscheduled delegations at a regular meeting will require a majority vote in order to proceed. The Board reserves the right to request additional information before granting delegation status.
4. Delegations may address the Board for a maximum of five (5) minutes. The Chair, by a majority vote, may change the time limit given. The Board has the right to limit the number of delegations presenting at any given meeting.
5. Upon the completion of a presentation to the Board by a delegation, any discourse between members of the Board and the delegation shall be limited to Board members asking for clarification and obtaining additional, relevant information only. Any discussion or motions arising from the delegation will be made at the appropriate time in the agenda or at a future meeting.
6. No delegation shall:
  - a. speak disrespectfully of any person
  - b. use offensive words or un-parliamentary language
  - c. speak on any subject other than the subject for which they have received approval to address the Board
  - d. disobey the rules of procedure or a decision of the Chair
  - e. failure to abide by the above code of conduct will result in expulsion from the meeting

PASSED by the Norfolk County Public Library Board this 27<sup>th</sup> day of March, 2024

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Vice-Chairperson

## Appendix A: Closed Meeting Minutes Format



Norfolk County Public Library  
Closed Meeting Minutes  
[DATE & TIME]  
[Location]

We acknowledge the many nations who call this land home. We acknowledge the Indigenous and non-Indigenous brother and sisters who walked this land in the past and to those who walk it today, this the traditional and treaty lands of the Anishinaabe, Neutral, and Haudenosaunee peoples.

- 
1. Call to Order
  2. Approval of Agenda
  3. Pecuniary/Conflict of Interest Declarations
  4. Business Arising from Previous Closed Meeting
  5. Report or Topic
    - a. Discussion
    - b. Direction
  6. Next Meeting
  7. Adjournment