



OAKVILLE PUBLIC LIBRARY BOARD PROCEDURAL BY-LAWS

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Signature of Approval

June 28, 2012

Last approval date of Amendments

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<p>Amendments: June 28, 2012: Appendix C changed</p> <p>June 23, 2011: CEO Evaluation Committee changed to the following ex-officio of three: Chair, Vice-Chair, and Finance Committee Chair. Also, CEO Evaluation Committee Terms of Reference re-worked to be in line with the Tool Kit.</p> <p>April 23, 2009: CEO Evaluation Committee membership changes from three to four members.</p> <p>September 25, 2008: review of entire document, including changes to Finance Committee and Fundraising Committee Terms of Reference, and deleting the Strategic Planning Committee out of the By-laws. Many changes to comply with Bill 130, New Municipal Act.</p> <p>October 25, 2007: As on June 28, 2007 – official motion</p> <p>June 28, 2007: Appendix B – Terms of Reference for Fundraising Committee</p> <p>January 11, 2007: Appendix B – Terms of Reference for CEO Performance Evaluation Committee; Appendix C – CEO Job Description</p> <p>September 22, 2005: Section 4.4 and 5.2, Appendix B - Terms of Reference for Finance and Fundraising Ctes.</p> <p>February 22, 2004: Terms of Reference – Appendix B: CEO Performance Evaluation Cte., Financial Audit Cte., Fundraising, Strategic Planning Cte.</p>	<p>Motion #:</p> <p>11.06.38</p> <p>09.04.36</p> <p>08.09.78</p> <p>07.10.93</p> <p>07.06.72</p> <p>07.01.04, 07.01.05</p> <p>05.09.89, 05.09.86, 05.09.88</p> <p>04.02.162, 04.01.141, 04.02.156, 04.02.155</p>	
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1. GENERAL

- 1.1 The Board**
Public Libraries Act The Oakville Public Library Board, hereafter referred to as the Board, is established under the Public Libraries Act, R.S.O., 1990, Chapter P.44 as amended.
- 1.2 Head Office** The Head Office of the Board shall be at the Central Library, 120 Navy Street at Lakeshore Road, Oakville, Ontario, L6J 2Z4.
- 1.3 Interpretation** The provisions of the By-law shall be interpreted in accordance with the Glossary of Terms, attached as Appendix "A".
- 1.4 Purpose**
Public Libraries Act The purpose of the Board is to provide public library services to the residents of Oakville, as set out in the Ontario Public Libraries Act and as further defined by the Oakville Public Library Strategic Plan, Town of Oakville By-laws and resolutions of Council, and Board policies.
- 1.5 Objectives** The Board will provide a comprehensive, efficient, accountable and affordable public library service that reflects the unique needs of the Town of Oakville.
- 1.6 Regulations** The following rules and regulations of the Board shall be observed for the order and dispatch of business and shall regulate the conduct and duties of its members and officers.
- 1.7 Regulations – ability to suspend** – If necessity warrants doing so for a specific reason, the rules and regulations contained herein may be suspended by resolution for a single occasion by a vote of at least two-thirds of the entire Board.
- 1.8 Reference** Where possible, reference to applicable Acts, motions, or procedures have been made.
- The following reference materials were used and are indicated throughout the document, actual wording has been identified in quotations and italics:
- The Public Libraries Act, R.S.O., 1990, Chapter P.44 (P.L.A.)
 - The Municipal Conflict of Interest Act
 - Robert's Rules of Order, Newly Revised, 10th Edition
 - Town of Oakville Procedural By-law 2007-183
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2. BOARD COMPOSITION

- 2.1 Number of Members**
*P.L.A. Section 9
Town of Oakville By-law*
- The Town of Oakville approved the composition of the Library Board pursuant to the Public Libraries Act, R.S.O., 1990, Chapter P.44 at the July 29, 1985, September 19, 1988, and February 2, 2004 Council Meetings.
- The Oakville Public Library Board is composed of eleven members consisting of:
- two (2) Members of Council,
 - nine (9) approved by the municipal council from the public at large.
- 2.2 Appointments**
- The Town of Oakville Council appoints all members to the Library Board.
- 2.3 Eligibility/Qualifications**
P.L.A. Section 10
- "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,*
 - c) is*
 - (i) a resident of the municipality for which the board is established in the case of a public library...*
 - d) is not employed by the board or by the municipality..."*
- 2.4 Term of Appointment**
*P.L.A. Section 10
Town of Oakville By-law*
- A board member shall hold office for a term concurrent with the term of the appointing council, or until a successor is appointed, and may be reappointed for one additional term. A board member must take one term off before reapplying for a third term.
- 2.5 Resignations/Vacancies**
P.L.A. Section 12
- "Where a vacancy arises in the membership of a board, the appointing council shall promptly appoint a person to fill the vacancy and to hold office for the unexpired term, except where the unexpired term is less than forty-five days."*
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2. BOARD COMPOSITION

2.6 Disqualification
*P.L.A. Section 13 and
Section 10*

"If a board member,

- *is convicted of an indictable offence;*
- *becomes incapacitated;*
- *is absent from the meetings of the board for three consecutive months without being authorized by a board resolution;*
- *ceases to be qualified for membership under clause 10(1)(c); or*
- *otherwise forfeits his or her seat,*

The member's seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify the appointing council accordingly."

3. DUTIES AND RESPONSIBILITIES OF THE BOARD

3.1 The Board of Directors The Library Board works within the Public Libraries Act, R.S.O. 1990. The Board establishes policies to direct the operations of the Oakville Public Library, in accordance with its purpose and objectives. The Board employs a Chief Executive Officer, who in turn administers the Library under the guidance of those policies.

Responsibilities of the Board of Directors are categorized by the following actions:

3.2 Policies

- Determine and adopt written policies to govern the operation and programs of the library. Such policies should include those dealing with personnel, public service, materials selection and financial authorities.

3.3 Planning

- Formulate the goals of the library and approve plan(s) for meeting these goals.
- Understand the program needs of the library in relation to the community.
- Report mechanisms and feedback activities of the library on the achievement of approved plan outcomes.

3.4 Advocacy

- Establish, support and participate in planned programs to meet community needs.
- Understand local and other laws affecting library operations and governance; play a role in initiating and supporting beneficial library legislation; interact with provincial library agencies.
- Be aware of the activities of regional, provincial, and national library organizations.

3.5 Funding

- Recommend to Council the Library's annual operating budget and capital forecast.
- Seek diversified sources of revenue, e.g. grants and fundraising, in support of library service enhancements.

3. DUTIES AND RESPONSIBILITIES OF THE BOARD

- 3.6 Reporting**
- Ensure that accurate public records are kept on file at the library and with appropriate local, provincial, or national bodies.
 - Be legally responsible for the Library to the Council.
 - Report regularly to governing officials and the general public.
 - Evaluate the performance of the Library annually.
- 3.7 CEO Evaluation**
- The Board is accountable for the annual review of the CEO's performance.
 - The Board is expected to provide feedback at the appropriate opportunities throughout the year when the CEO Performance Evaluation Committee requests, in order to assist the Committee in meeting its directive.
 - The Board approves the CEO's final performance evaluation.
- 3.8 Strategic Planning**
- Although the Board depends on staff expertise to assist with executing the strategic planning process, the Board is accountable for the strategic plan.
 - The Board, as a whole, has the right to select a facilitator or delegate this task to a Board-appointed evaluation task force or to staff.
 - The Board approves the strategic planning process proposal and timeline.
 - The Board will partake in the stakeholder consultations.
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4. OFFICERS OF THE BOARD

4.1 Election of Officers
Board Motion
#01.12.142,
December 13th, 2001

The Oakville Public Library Board adopted an election procedure which follows parliamentary rules to elect its officers by accepting nominations (and acceptances to stand) from the floor, closing nominations, then voting to elect from that proposed slate of officers.

When two or more Board members are vying for a position, voting will be done by ballot. Two staff members will exit the room to count votes, at least one being the CEO or delegated secretary. The Board may decide to have a Board-appointed scrutineer (a Board member) stand at a distance to oversee the counting. All votes will be sealed in an envelope for shredding at a later time. The successful candidate will be announced.

At the first meeting of a term a Chair will be elected, and elections for Vice Chair, representative positions and committee seats will be held during the second regular business meeting in a new term.

At the last regular meeting of the first, second and third year of a term, elections will be held for all positions with the expectation that Board members will be ready to step into their elected roles on January 1 of the following year.

4.2 Chair of the Board
P.L.A. Section 14

"A board shall elect one of its members as chair at its first meeting in a new term."

A Chair of the Board is elected for a one-year term and until a successor is appointed. The tenure of office of the Chair shall be for no more than two consecutive years.

The Chair may be removed from office by a two-thirds majority vote of the Board. If the Chair resigns or is removed from office, the successor will hold office for the balance of the term of appointment of the Chair.

The Chair is ex-officio member of all committees, and as such, will not be included as part of quorum for any Board committees.

Duties and Responsibilities of the Chair:

The Chair of the Board shall preside at all meetings of the Board, preserve order, and decide all questions on order subject to appeal to the Board.

The Chair of the Board may vote on any question before the Board.

4. OFFICERS OF THE BOARD

The Chair of the Board shall ensure that orientation is provided to the new Board members.

The Chair of the Board shall initiate the process for the Chief Executive Officer's annual performance review, as defined in the CEO Performance Evaluation policy.

4.3 Vice-Chair

The Vice-Chair shall act in the absence of the Chair.

The Vice-Chair will hold office for one year, and until a successor is appointed. The tenure of office of the Vice-Chair shall be for no more than two consecutive years.

The Vice-Chair may be removed from office by a two-thirds majority vote of the Board. If the Vice-Chair resigns or is removed from office, the successor will hold office for the balance of the term.

Duties and Responsibilities of the Vice-Chair:

The Vice-Chair presides at Board meetings if the Chair is absent from the meeting, for any periods during which the Chair is present at the meeting but temporarily leaves the chair, for the discussion of any item in which the Chair has declared a pecuniary interest. Performs the remaining duties of the Chair if the Chair is unable for any reason to perform them.

The Vice-Chair will act as a mentor to Board members appointed mid-term and will ensure that these individuals receive proper orientation.

4.4 Executive Committee

The Executive Committee consists of the Chair of the Board, Vice Chair of the Board, the Chair of the Finance Committee, and the Chief Executive Officer as a non-voting member, which:

- (a) May determine matters of an emergency nature provided actions taken are communicated to the Board; and
- (b) May be authorized by motion of the Board to act for the Board from time to time;

However, matters so determined under (a) and (b) shall be ratified by the Board at its next regular or special meeting.

4.5 Secretary of the Board

P.L.A. Section 15

*"A board shall appoint a secretary who shall,
(a) conduct the board's official correspondence; and*

4. OFFICERS OF THE BOARD

(b) keep minutes of every meeting of the board.

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 (2-5)"

Duties and Responsibilities of the Secretary of the Board:

- maintain the Board's By-laws, policies, minutes, correspondence, lists of members, meeting schedules and other official records;
- advise the Chair on meeting procedures;
- facilitate meeting arrangements;
- keep minutes of every Board and Committee meeting;
- give notice of Board and Committee meetings;
- in the absence of the Chair and Vice Chair, to call the meeting to order and conduct the immediate election of an Acting Chair.

The Secretary or his or her designate will be present at all meetings of the Board and its Committees.

4.6 Treasurer of the Board *P.L.A. Section 15*

"A board shall appoint a treasurer who shall,

- (a) receive and account for all the board's money;*
- (b) open an account or accounts in the name of the board in a chartered bank, trust company or credit union approved by the board;*
- (c) deposit all money received on the board's behalf to the credit of that account or accounts; and*
- (d) disburse the money as the board directs.*

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 (2-5)"

Duties and Responsibilities of the Treasurer of the Board:

- Receive, keep safely and account for all money of the Library;
 - Will open bank accounts, deposit money into those accounts; and
 - Disburse funds as required by provincial and federal legislation, Town and Library By-laws, and Board resolutions.
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5. COMMITTEES OF THE BOARD

- 5.1 Duties of Committees** The purpose of committees is to facilitate the business of the board.
- Committees shall operate within the Terms of Reference established and approved by the Board.
- 5.2 Types of Committees** The Board will strike committees in its areas of interest.
- Standing Committees
- CEO Performance Evaluation Committee
 - Finance Committee
 - Fundraising Committee
- Ad Hoc Committees
- As required, ad hoc committees may be established by motion of the Board to deal with matters before the Board. An ad hoc committee may have any number of members who are interested in the issue at hand. Ad hoc committees will report recommendations to the Board. Upon completion of its assignment, an ad hoc committee shall be discharged by motion of the Board.
- 5.3 Election of Committee Chair** The Chair of a Board Committee shall be elected by the Committee members and recommended to the Board for approval at its next regular meeting.
- 5.4 Membership** As defined in section 4.2 in the by-laws, the Chair of the Board is ex-officio.
- 5.5 Meetings** Meetings of committees may be called by the Chair of the committee or by a majority of the members of a committee.
- 5.6 Committee Proceedings** The Chief Executive Officer shall be the Secretary of all committees and shall appoint a recording secretary as necessary.
- 5.7 Report to the Board** The Chair of the Committee, or in the Chair's absence, another member of the committee shall report to the Board as required.
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6. BOARD MEETINGS

- 6.1 Meetings** All Board meetings shall be open to the public.
- 6.2 First Meeting of the Board in a New Term** The Chief Executive Officer of the Oakville Public Library Board shall call the first meeting of the Board in a new term, in accordance with Section 14 of the Public Libraries Act.
*P.L.A. Section 14
Town of Oakville By-law 1985-271*
- 6.3 Schedule of Meetings** In accordance with the Public Libraries Act, R.S.O., 1990, Chapter P.44 as amended, the Board will hold at least ten regular meetings each year, "*...A board shall hold regular meetings once a month for at least 10 months each year and at such other times as it considers necessary,*"
P.L.A. Section 16
- The schedule of dates for Board meetings for the year will be provided to members at the beginning of each year. Although uncommon, the Board may decide to change a regular meeting date for reasons deemed acceptable and notice of such meeting will be made to the public via the website.
- 6.4 Special Meetings** Special meetings of the Board may be held at any time at the call of the Chair or any two Members. The purpose of the special meeting must be stated in the notice and no other business will be transacted without the consent of the majority of the Board.
- Special emergency meetings may be called with notice twenty-four hours prior to the meeting.
- Lack of receipt of the notice of a special meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum is obtained.
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6. BOARD MEETINGS

- 6.5 Notification of Meetings** The notice shall be in the form of a written agenda accompanied by its supporting documents.
- This package is prepared by the Chair of the Board, in consultation with the Chief Executive Officer. Any Board member wishing to place an item on the agenda may make a request to do so through the Chair or Chief Executive Officer. Such requests shall then be considered at the Chair of the Board's discretion. Minutes of the previous regular meeting and any special meetings shall be provided to the members in the same manner as the agenda.
- The package shall be delivered to the Board member's designated address and, whenever possible, six days prior to the upcoming Board meeting. Immediately following, the package shall be distributed among the appropriate library staff and posted for the public.
- Lack of receipt of the notice of a regular or special meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum is obtained.
- 6.6 Attendance**
P.L.A. Section 13 Members shall notify the Secretary or designate if they are not able to attend the Regular Board meeting. Attendance of members at meetings shall be recorded.
- Any member absent from meetings of the Board for three consecutive months without a resolution authorizing the absence having been recorded in the minutes shall be deemed to have resigned, and the Board, shall notify the Council that the seat has become vacant.
- 6.7 Conflict of Interest** Members of the Board are subject to the Municipal Conflict of Interest Act and shall refrain from discussing and voting on any matter, which is of a direct or indirect pecuniary interest to themselves, their family members or their employers. An official declaration shall be made by the member during the agenda review, and recorded in the minutes.
- 6.8 Delegations Wishing to Appear Before the Board** Individuals or groups shall advise the Secretary of the Board in accordance with the Library Board's policy on delegations.
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6. BOARD MEETINGS

- 6.9 In-Camera**
*P.L.A. Section 16
Town of Oakville By-law 1995-102, Section 19*
- At a Board or Committee meeting the Board may move in-camera to discuss a matter that falls within the “closed meetings” provision of the Public Libraries Act.
- The motion to move in-camera will state the general nature of the matter to be considered in the closed session.
- Upon moving out of camera the Board shall “Rise and Report” on motions made in-camera, or “Rise with No Report”. 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.
- 6.10 Quorum**
P.L.A. Section 16
- At all Board meetings, “a majority of the Board” must be present to establish a quorum for regular business. If there is no quorum, the meeting may continue as a discussion but any resolutions, motions and decisions must be made at a subsequent Board meeting when a quorum is present.
- No meeting will be called with the advance knowledge that there will be no quorum.
- 6.11 Voting**
P.L.A. Section 16
- Voting is carried out by a show of hands, except when the Board deems it best to vote via ballot, voice or proxy. Voting by proxy will only be used if all Board members agree it is essential due to a time-sensitive matter. If proxy voting is permitted, Board members will submit votes by mail or email, and will not ask a Board member to vote on their behalf. The hard copies of any and all proxy votes will be included as part of the corporate record.
- “The chair or acting chair of a board may vote with the other members of the board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative.”*
- 6.12 Procedure for Meetings**
- The Chair will preside at all meetings of the Board, 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 arrival of the Chair.
- If both the Chair and the Vice-Chair are not present within 15 minutes after the time for the meeting to begin, the Secretary will call the meeting to order and will preside for the election of
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6. BOARD MEETINGS

an Acting Chair.

If both the Chair and the Vice-Chair are absent from a Board meeting or are unable to take the chair, the Board will appoint an Acting Chair from among the Members present. The Secretary will conduct the election. While presiding, the Acting Chair will have all the rights, duties and responsibilities of the Chair.

The Chief Executive Officer shall designate a recording secretary for meetings.

6.13 Rules of Order

Roberts Rules of Order, most recent edition.

A copy of the most recent edition of Roberts Rules of Order shall be available at all library meetings.

- All decisions will be made on the basis of motions.
 - To make a motion, a member must obtain the floor first.
 - Every motion must be seconded by another member.
 - A motion will not be debated until it has been moved and seconded and put on the floor by the Chair.
 - There will be only one substantive motion before the meeting at any one time. An amendment may be made to a motion, but may not negate the main motion or materially alter the intent.
 - After members debate the motion the Chair puts the question (puts it to a vote) and announces the result of the vote.
 - A motion that has been moved and seconded can be withdrawn or modified (modifications that would not occasion debate if proposed as amendments) with the agreement of the mover.
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6. BOARD MEETINGS

6.14 Conduct of the Chair

The Chair will:

- call the meeting to order;
- determine the presence of a quorum;
- announce in proper sequence the business that comes before the Board;
- maintain a list of Members who have signalled the Chair that they wish to speak or ask questions;
- recognize Members in the order in which they signalled that they wished to speak or ask questions;
- state and put to a vote all questions that legitimately come before the Board as motions, announcing the outcome;
- protect the assembly from obviously frivolous or dilatory motions by refusing to recognize them;
- expedite business;
- decide all questions of order;
- respond to inquiries of members relating to parliamentary procedure bearing on the business of the Board;
- declare the meeting adjourned when the Board so votes.

Members who have already spoken may speak again only after all other Members have been given the opportunity to speak. The Chair will not put any matter to the vote, nor will any Member move a procedural motion to have the vote taken, until every Member who wishes to speak has spoken at least once.

If the Chair rules that it is beneficial and in the best interests of the Board to deal with a question immediately, than this is the action the Board must take. The Chair's rulings on order or procedure are not debatable, but may be appealed by any Member by motion, duly seconded. If the motion is carried, the Chair's decision is overturned.

If the Chair rules that a motion is contrary to the rules of the Board, 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.

The Chair may place time limits on speeches. The time limit must be announced before the debate begins and must be the same for all Members.

6. BOARD MEETINGS

6.15 Conduct of Members

A member will be courteous and will not engage in any action, which disturbs the meeting.

A Member will not:

- 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;
- make any noise or disturbance that prevents Members from being able to participate in the meeting;
- interrupt a Member who is speaking, except to raise a Matter of Privilege or a Point of Order;
- disobey the rules of the Board, or disobey a decision of the Chair of the Board on questions of order or practice or on the interpretation of the rules of the Board.

A Member who wishes to speak will signal the Chair by a raised hand, and will wait for recognition by the Chair.

All remarks and questions, including questions intended for another Member or staff, will be addressed to the Chair.

The Chair may deny a Member the right to speak on a particular topic if the Member is disruptive or persistently interrupts others.

P.L.A. Section 16.1

The Chair may exclude a Member from the meeting who has been given a warning but continues to disregard the rulings from the Chair, *"...the board chair may expel any person for improper conduct at a meeting."*

6.16 Conduct of the Public

Members of the public will be courteous and will not engage in any action, which disturbs the meeting.

Members of the public will not:

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

P.L.A. Section 16.1

"...the board chair may expel any person for improper conduct at a meeting."

7. MINUTES AND AGENDAS

- 7.1 Distribution** Board agendas and minutes are public information and will be made available to the public.
- Copies of all the approved Board and Committee minutes, with the exception of confidential minutes of in-camera sessions which have a prescribed distribution, are retained on file in administration for reference by Members or the public. Minutes of all meetings and motions presented are numbered and indexed, by the Secretary, to facilitate ready reference.
- 7.2 Regular Board Meeting Minutes** Minutes are recorded by the appointed recording secretary for later transcription in draft form, and forwarded to Board members before the next meeting. Additions or corrections are brought to the following full Board meeting for adoption in the minutes.
- 7.3 Committee Minutes** Minutes of Committee meetings are recorded by the appointed recording secretary or a member of the committee as appointed in the Committee's Terms of Reference.
- 7.4 Approval of the Agenda** At the beginning of any regular Board or Committee meeting, the Chair of the Board may announce additional items to be added to the agenda prior to the approval of the agenda.
- 7.5 New Business** A New Business item will be placed on the agenda of all regular Board and Committee meetings. The Chair will ask the Board if there is any new business, and if there are no objections to a particular item or items, such item(s) can be discussed. The Chair may also provide information from time to time under the New Business item, if the Board deems it fit
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8. REVIEW AND AMENDMENTS TO BY-LAWS

- 8.1 Conflict, In the event of** In the event of a conflict between this By-law and the provision of either the Public Libraries Act or an applicable By-law of the Town of Oakville, the provisions of the Public Libraries Act or the Town of Oakville By-law shall prevail to the extent of any conflict.
- 8.2 Review** Revisions to any of the guiding authorities (Public Libraries Act, Roberts Rules of Order, Town of Oakville By-laws) will necessitate a review of the Board By-laws.
- 8.3 Amendments** Amendments to the By-laws require a two-thirds vote by the membership, based on 30 days notification.
- The By-laws, or amendments to the By-laws are effective at the time of approval by Board motion.
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GLOSSARY OF TERMS**APPENDIX A**

Abstain	To decline to vote for or against a motion.
Acclamation	Unanimous election to office without the need for a vote, where only one candidate is nominated and agrees to stand.
Adjourn	To end the meeting.
Agenda	A list of items of business to be considered at a meeting, arranged in the order in which they are intended to be addressed.
Amendment	A formal proposal to change the words of a pending motion.
Board	The Oakville Public Library Board of Members.
Casting vote	A single vote (usually the prerogative of the chair) that decides an issue when the vote has resulted in a tie.
CEO	The Chief Executive Officer of the Board.
Chair <i>P.L.A. Section 16(6)</i>	For purposes of the Board, the Chair of the Board. For purposes of meetings, the person who presides over the meeting. <i>"The Chair or acting chair of a board may vote with the other members of the board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative."</i>
Committee	Any committee, task force or work group appointed by the Board.
Council	The Council of the Town of Oakville.
Delegation	One or more members of the public who address the Board.
Ex officio	By virtue of office or position.
Floor, on the	The current subject of debate.
Floor, to have the	To have the right to speak without interruptions except on a Matter of Privilege or a Point of Order.
In-Camera	That meeting or part of a meeting that is held in private and closed to the the public in accordance with the provisions of the Public Libraries Act Section 16. Only Board Members and persons authorized by the Board (e.g. Chief Executive Officer) may be present at an in-camera session).

GLOSSARY OF TERMS**APPENDIX A**

Library	The Oakville Public Library
Member	A member of the Oakville Public Library Board.
Minutes	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.
Motion	A formal proposal placed before the meeting by one Member, the mover of the motion, for debate and decision.
Move	To formally propose a motion or amendment.
Mover	The person who proposes a motion or amendment.
Notice of motion	Formal advice to the Board that a Member proposes to move a motion at a future meeting. Usually includes the wording of the proposed motion.
Objection	A way for a Member to express disagreement with a proposed course of action or ruling by the Chair.
Order	Behaviour in a meeting, which allows Members to conduct business without disruption.
Order paper	Agenda
Order, call a Member to	A way for the Chair to point out to a Member that he/she has broken the rules or is speaking out of turn.
Order, call the meeting to	An announcement by the Chair to indicate that he is about to start the meeting. Also, a way for the Chair to enforce discipline on the meeting after the rules have been broken.
Order, point of	A way for a Member to draw attention to a breach of the rules.
Precedence	The order in which motions and amendments are discussed and voted on.
Quorum	The minimum number of Members who must be present at a meeting to make the proceedings valid.
Recess	A break during a meeting.

GLOSSARY OF TERMS**APPENDIX A**

Recorded vote	A vote in which each Member is asked individually and publicly to announce his or her vote for or against the motion. A way for a Member to protect himself or herself legally by having his or her vote against a motion recorded in the Minutes. Must be requested immediately before the start of voting.
Rescind	To revoke a previous decision.
Resolution	A motion that has been moved seconded and carried.
Rise and Report	The act of stating verbally and in the minutes of a meeting what transpired during an in-camera session with the approval of the Board once ex-camera.
Ruling	A decision by the Chair on a procedural point. May be appealed by any Member, in which case the ruling is immediately put to a vote without debate.
Second, Seconder	To formally endorse a motion or amendment immediately after it has been moved. The person who formally endorses a motion or amendment. A seconder need not wait for recognition by the Chair. Seconding does not necessarily mean that a seconder supports the motion, only that he or she agrees that it should be considered.
Secretary	The Secretary of the Board.
Show of hands	The usual way of voting. Those for and those against the motion are asked in turn to raise their right hands. The hands are counted, the result announced, and the motion declared either carried or lost.
Simple majority	One more than half.
Special Board Meeting	From time to time it may be deemed important to convene a special meeting of the Board to address a topic or an agenda that does not adhere to the items listed on the agenda of regular Board meetings. All procedures regarding notice of meeting, approval of agenda, and approval of minutes will apply but the Chair may determine, with Board approval, that matters under consideration should be discussed more informally, under conditions of freedom approximating those of a committee.
Tie vote	An equal number of votes for and against a motion.

GLOSSARY OF TERMS**APPENDIX A**

Time limit	The maximum time allowed for a speech by an individual Member, set by the Chair. The time previously established to adjourn the meeting may be extended by motion to do so.
Treasurer	The Chief Financial Officer of the Board.
Two-thirds majority	Two-thirds, or the closest whole number that is greater than two-thirds.
Unparliamentary	Words or expressions which are disrespectful or language offensive. Includes swearing and derogatory and racial remarks.
Vice-Chair	The Vice-Chair of the Board
Voting <i>P.L.A. Section 16(6)</i>	See show of hands. <i>"The Chair or acting chair of a board may vote with the other members of the board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative."</i>

TERMS OF REFERENCE**APPENDIX B**

CEO Performance Evaluation Committee

CEO Performance Evaluation Committee established by OPL Board February 22, 2001
Terms of Reference requested by OPL Board November 27, 2003, Motion 03.11.06C
Terms of Reference first adopted by OPL Board February 26, 2004, Motion 04.02.161
By-laws revised and adopted by OPL Board September 22, 2005, Motion 05.09.89
By-laws revised and adopted by OPL Board January 11, 2007, Motion 07.01.04
By-laws revised and adopted by OPL Board April 23, 2009, Motion 09.04.36

Purpose of Committee

As a standing committee the CEO Performance Evaluation Committee, chaired by the Board Chair, is responsible for conducting, on behalf of the Board, the annual CEO's performance review, developing goals and objectives with the CEO and bringing these recommendations to the Board for consideration in accordance with the CEO Performance Evaluation Committee Policy.

The Committee meets with the CEO at a minimum of four times per performance cycle year. Additional meetings may be scheduled if either the Committee or the CEO requires. Members may participate in Committee meetings via conference call as required to obtain a quorum.

In preparing the review, consideration is given to:

- Initiatives that span across performance cycles
- Performance of the duties described in the accountability matrix/job description
- Achievement of the objectives and targets for the year as noted in the previous year's review

Opportunity should be taken at this time of the review to verify the currency of the accountability matrix/job description for the position, plus the two (2) key accountability policies - Executive limits and Financial Authorities; as well as the CEO Performance Evaluation policy.

Committee Membership

Committee membership shall include three representatives:

- Chair
- Vice Chair
- Finance Committee Chair

Reporting

Regular reporting will be provided to the Board. Motions will be presented where there are specific recommendations.

Final Accountability with the Board

The Board, including members of the Committee, will set objectives and goals for the CEO. The Board, including members of the Committee, will also determine the performance rating for the CEO. The Board as a whole will vote on the aforementioned prior to the Committee finalizing these aspects of the evaluation with the CEO.

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APPENDIX B

Finance and Audit Committee

Finance Committee established by OPL Board February 22, 2001.

Terms of Reference first adopted by OPL Board March 22, 2001, Motion #01.03.36.

Revised and adopted by OPL Board March 28, 2002, Motion #02.03.24.

Revised and approved by OPL Board November 27, 2003, Motion #03.11.07C.

Adopted by OPL Board January 22, 2004, Motion #04.01.141.

Revised and adopted by OPL Board September 22, 2005, Motion #05.09.86.

Revised and adopted by OPL Board June 26, 2008, Motion #08.06.69.

Purpose of Committee

As a standing committee, the Finance and Audit Committee is responsible to the Board for interpreting the goals and objectives of the Board in financial terms, to include budgeting, expenditure and management of funds. It shall meet at least quarterly to explore and discuss issues related to the financial health of the organization and bring to the Board reports on its meetings and any motions. Members may participate in Committee meetings via conference call as required to obtain a quorum.

To this end, the Committee shall assist the Board by fulfilling the following objectives:

- To oversee the audit processes and present the annual audited financial statement to the Board for approval; to meet with the external auditor without staff present as required
- To review and provide guidance with the preparation of the annual budget request, bring it to the Board for approval and submit it to Council
- To oversee the financial systems and control systems of the library
- To oversee expenditures and revenues via the monthly financial statements
- To approve and monitor the application of policies for banking
- To monitor the Town's insurance policies, which cover the Library's and Library Board's insurance requirements, and to provide input where necessary and report to the Board
- To review funding sources and encourage continuation of an adequate funding base from existing sources
- To develop and recommend strategies to the Board to resolve ongoing and specific financial issues
- To perform other tasks as assigned by the Board
- To review this Terms of Reference annually to ensure that best practices are being incorporated.
- Risk management

Committee Membership

Committee membership shall include:

- The Board Chair shall be ex officio
- at least two (2) other Board Members
- Staff (non voting) – CEO / Treasurer, Director, Corporate Services

Any resource persons whose contributions are deemed to be relevant by the Committee, as non-voting members

TERMS OF REFERENCE**APPENDIX B**

Committee Executive

As defined in the Oakville Public Library Board Procedural By-laws, the Chair of a Board Committee shall be elected by the Committee members and recommended to the Board for approval at its next regular meeting.

Reporting

Regular reports will be provided to the Board as part of the regular Board agenda. Motions will be presented where there are specific recommendations related to its mandate.

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The term of office for Board members of the FR Committee will be approximately one (1) year with the possibility of renewal of committee membership for a maximum of three further terms (a total of approximately four [4] years maximum) concurrent with their term on the Board, and terminating when their term of office terminates. Further terms can only be allowed with the permission of the Board via motion, in order to ensure that all Board members have the opportunity to participate in the FR Committee should they wish.

Committee Executive

As defined in the Oakville Public Library Board Procedural By-laws, the Chair of a Board Committee shall be elected by the Committee members and recommended to the Board for approval at its next regular meeting.

Reporting:

Regular reports will be provided to the Board. Motions will be presented where there are specific recommendations related to its' mandate.

TERMS OF REFERENCE**APPENDIX C**

PUBLIC LIBRARY
CHIEF LIBRARIAN/CEO

Purpose of Position

The Chief Librarian/CEO is accountable to the Oakville Public Library Board for the success of the Oakville public library system through strategic and operational plans, executing plans, monitoring variance of plans, and evaluating effectiveness. The CEO represents the library to its various stakeholders which includes users, the broader community, the media, municipal council and other funders.

Duties and responsibilities

Supports the Board's strategic planning and risk management processes; prepares annual operating plans to ensure an effective library, which is responsive to community needs and emerging trends (e.g. the increasing use of new technologies). Monitors implementation of operating plans, variances, and amends plans.

Develops standards and performance measurements and regularly reviews programs and services to ensure that they continue to meet demonstrated needs (effectiveness) and are provided in the most cost effective manner (efficiency).

Recommends policies to meet the goals and objectives of the Library and to meet the needs of the community for library services. Ensures implementation of approved policies throughout the organization.

Develops annual operating and capital budgets; presents budget to funding sources as required; seeks out additional sources of funding, especially for capital projects. Monitors variances and amends operating budget accordingly.

Plans for capital renewal and expansion, develops implementation plans for new projects; oversees the ongoing operation and maintenance of the library's physical facilities and capital equipment.

Directs the personnel function by maintaining personnel practices; hiring, training and developing staff; appraising performance; administering salary and benefits; discipline and dismissal of staff and ensures a positive corporate culture.

Develops and strengthens the library's relationship with the municipality, the community, the media, other libraries; government ministries and agencies, professional organizations and potential funders.

Designs and executes an effective program of advocacy for public library issues locally; contributes to provincial and national advocacy efforts. Provides the Board with the

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APPENDIX C

information and materials Board members need to advocate successfully on the Library's behalf.

Provides support to the Board in the fulfillment of its governance functions by ensuring that the Board is provided with appropriate training, by advising and informing Board members and by interfacing between Board and staff and between Board and municipal government.

The CEO may be delegated to fulfill the function of Secretary and Treasurer to the Board. Helps to ensure that Board and Committee meetings are set, agendas are prepared, minutes and official corporate records are properly kept.

As Chief Executive Officer, responsible for ensuring that the library maintains all appropriate records, produces all appropriate reports and government filings, and adheres to all relevant legislation (e.g. Public Libraries Act, Ontario Human Rights, Code, etc.)

The CEO participates as a member of the Town of Oakville's Senior Management group and has the responsibility of building and maintaining relationships with the Town.

Reporting Relationships

Reports to the Oakville Public Library Board. Leads the Senior Management Team comprised of the following direct reports: Director, Online Services; Director of Corporate Services; Director of Service Planning and Development; Manager of Marketing and Development, and the Manager of Human Resources.

Qualifications

Training:

Master of Library Science degree from an accredited library school as well as credentials or advanced coursework in Public Administration or successful completion of a Professional Development program, which may include coursework or personal coaching at the sole discretion of and as defined by the Board.

Ten to twelve years of relevant experience as a senior administrator in a Library setting or information field.

Competencies:

Demonstrated administrative and financial expertise.

A working knowledge of relevant computer and telecommunications technologies.

Proven oral and written communication skills are a necessity.

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Demonstrated leadership, effective decision-making, strategic thinking and negotiation at a high functioning level.
