



# OAKVILLE PUBLIC LIBRARY BOARD PROCEDURAL BY-LAWS

*C. Meissner*

---

*Signature of Approval*

July 12, 2016

---

*Last approval date of Amendments*

## TABLE OF CONTENTS

	<b>Section</b>	<b>Page</b>
1.	<b>GENERAL</b>	4
	1.1 The Board	
	1.2 Head Office	
	1.3 Interpretation	
	1.4 Purpose	
	1.5 Objectives	
	1.6 Regulations	
	1.7 Regulations – ability to suspend	
	1.8 Reference	
2.	<b>BOARD COMPOSITION</b>	5-6
	2.1 Number of Members	
	2.2 Appointments	
	2.3 Eligibility/Qualifications	
	2.4 Term of Appointment	
	2.5 Resignations/Vacancies	
	2.6 Disqualification	
3.	<b>DUTIES AND RESPONSIBILITIES</b>	7-8
	3.1 The Board of Directors	
	3.2 Policies	
	3.3 Planning	
	3.4 Advocacy	
	3.5 Funding	
	3.6 Reporting	
	3.7 CEO Evaluation	
	3.8 Strategic Planning	
4.	<b>OFFICERS OF THE BOARD</b>	9-11
	4.1 Election of Officers	
	4.2 Chair of the Board	
	4.3 Vice-Chair	
	4.4 Executive Committee	
	4.5 Secretary of the Board	
	4.6 Treasurer of the Board	
	4.7	
5.	<b>COMMITTEES OF THE BOARD</b>	12
	5.1 Duties of Committees	
	5.2 Types of Committees	
	5.3 Election of Committee Chair	
	5.4 Membership	
	5.5 Meetings	
	5.6 Committee Proceedings	
	5.7 Report to the Board	

## TABLE OF CONTENTS

Section		Page
6.	<b>BOARD MEETINGS</b>	13-18
	6.1 Meetings	
	6.2 First Meeting of the Board in a New Term	
	6.3 Schedule of Meetings	
	6.4 Special Meetings	
	6.5 Notification of Meetings	
	6.6 Attendance	
	6.7 Conflict of Interest	
	6.8 Delegations	
	6.9 In-Camera	
	6.10 Quorum	
	6.11 Voting	
	6.12 Procedure for Meetings	
	6.13 Rules of Order	
	6.14 Conduct of the Chair	
	6.15 Conduct of Members	
	6.16 Conduct of the Public	
7.	<b>MINUTES AND AGENDAS</b>	19-20
	7.1 Distribution	
	7.2 Regular Board Meeting Minutes	
	7.3 Committee Minutes	
	7.4 Approval of the Agenda	
	7.5 New Business	
	7.6 Use of Consent Agenda	
8.	<b>BY-LAW REVIEW &amp; AMENDMENT</b>	21
	8.1 Conflict, In the Event of	
	8.2 Review	
	8.2 Amendments	
<b>Appendixes</b>		
A.	GLOSSARY OF TERMS	22-25
B.	TERMS OF REFERENCE FOR BOARD COMMITTEES	26-31
C.	CEO JOB DESCRIPTION	32-34

## 2. BOARD COMPOSITION

---

- 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 and through Town of Oakville Council Confirmatory By-law 2014-038 on March 24, 2014 [replaces original Town of Oakville Council By-law 664 May 29, 1922 which was not on file].
- 1.2 Head Office** The Head Office of the Board shall be at the Oakville Public Library Central Branch, 120 Navy St. 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* With literacy and intellectual freedom as core principles, the purpose of the Oakville Public Library Board (the "Board") is to set a strategic framework within which it can manage and control the provision of a comprehensive and efficient public library service that reflects the community's unique needs (including French and special services as required). The Board's approach to undertaking this purpose will be in accordance with the *Ontario Public Libraries Act* and as further defined by the Oakville Public Library ("OPL") Strategic Plan, Town of Oakville Council By-laws/Resolutions, all applicable legislation 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** to 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:

## 2. BOARD COMPOSITION

---

- The Public Libraries Act, R.S.O., 1990, Chapter P.44 (P.L.A.)
- The Municipal Conflict of Interest Act
- Town of Oakville Procedure By-law 2016-059

- 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, February 2, 2004 and March 30, 2015 Council Meetings.
- The Oakville Public Library Board is composed of a minimum of five (5) members and up to nine (9) members consisting of:
- A minimum of two (2) Members of Council and a number up to “majority less one”,
  - up to seven (7) approved by the municipal council from the public at large
  - Special Advisory Members as required
- 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. All Board members can serve a maximum of two consecutive terms of Council [i.e. eight (8) years]. A Board member must be off the Board at least four (4) years before re-applying 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.”*

## 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 Strategic Planning**
- Formulate the strategic 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 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**
- Evaluate the CEO's performance annually.
  - 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.
  - Approve the CEO's final performance evaluation.
- 3.8 Strategic Planning**
- With staff support, be accountable for the strategic planning process and strategic plan.
  - With staff support, select a facilitator or delegate this task to a Board-appointed evaluation task force or to staff.
  - Approve the strategic planning process proposal and timeline.
  - Partake in the stakeholder consultations.



## 4. OFFICERS OF THE BOARD

---

### 4.1 Election of Officers

*Board Motion  
#01.12.142,  
December 13<sup>th</sup>,  
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.

As soon as reasonable in a new term, a Chair will be elected, and elections for Vice Chair, representative positions and committee seats will be held during the next regular business meeting in a new term.

### 4.2 Chair of the Board

*P.L.A. Section 14*

“A board shall elect one of its members as Chair as soon as is reasonable in a new term.” The Chair of the Board is elected for a minimum of one-year and a maximum of the number of years left in the term OR until a successor is appointed.

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.

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. OFFICERS OF THE BOARD

---

### 4.3 Vice-Chair

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

A board shall elect one of its members as Vice-Chair as soon as is reasonable in a new term.” The Vice-Chair of the Board is elected for a minimum of one-year and a maximum of the number of years left in the term OR until a successor is appointed.

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, the Vice Chair of the Board, the Chair of the Audit 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  
(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)”*

## 4. OFFICERS OF THE BOARD

---

### Duties and Responsibilities of the Secretary of the Board:

- Ensure that the Board adopts a schedule of meetings annually; changes to this schedule shall be authorized by the Board
- Where it has been determined by the Board Chair and Secretary that there are insufficient items for a meeting, the Secretary shall cancel the meeting and provide public notice accordingly
- All Board meetings shall be open to the public and no person shall be excluded, except pursuant to Sections 16.1(4) (a) through (g) of the Public Libraries Act Ontario RSO 1990
- 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;
- Give notice of Board and Committee meetings;
- Provide agenda packages to the board members one week before the Board and Committee meetings
- Keep minutes of every Board and Committee meeting;
- Comply with parliamentary procedure as required by provincial and federal legislation, Town and Library By-laws, Board resolutions and Town Service Level Agreements.
- Make annual reports to the Minister and provide any other reports or provide other information required by the PLA as requested from time to time;
- In the absence of the Chair and Vice Chair, 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. OFFICERS OF THE BOARD

---

**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;
- Make provision for insuring the Board and real and personal property and proper security for the treasurer
- Disburse funds as required by provincial and federal legislation, Town and Library By-laws, Board resolutions and Town Service Level Agreements.

## 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 operates with two (2) standing committees and may establish ad-hoc committees as it sees fit to discharge its duties.
- Standing Committees
- CEO Performance Evaluation Committee
  - Audit 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.

## 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**  
*P.L.A. Section 14  
Town of Oakville  
By-law 1985-271*  
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.
- 6.3 Schedule of Meetings**  
*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. 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.” *These shall be held on the fourth Thursday of each month at 7:00 p.m. at Oakville Town Hall.*  
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.

## 6. BOARD MEETINGS

---

- 6.5 Notification of Meetings** The notice shall be in the form of electronic and written agendas 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 online site, seven days prior to the upcoming Board meeting. Immediately following, the package shall be distributed among the appropriate library staff and posted on the website 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.

## 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.



## 6. BOARD MEETINGS

---

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 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 which may be a Town Clerk representative.

### 6.13 Rules of Order

Town Procedure By-law 2016-059 (which encompasses Robert's Rules of Order) unless specifically overridden by the Public Libraries Act (1990).

- 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.

## 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.

### 6.15 Conduct of Members

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

## 6. BOARD MEETINGS

---

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 on the Oakville Public Library website and in hard copy at Central Branch.
- 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

## 7. MINUTES AND AGENDAS

---

### 7.6 Use of Consent Agenda

The Oakville Public Library Board will make use of a Consent Agenda.

Every Board member is responsible for ensuring that they have read the supporting documents relating to Consent Agenda items in advance of the meeting to ensure that due diligence is exercised.

When the Chair sets the Agenda (in consultation with the CEO and any Board Members making requests), he or she may assign items to the Consent portion of the Agenda.

Typical consent agenda items are routine, procedural decisions, and decisions that are likely not to require discussion. Examples include:

Approval of the minutes;

Final approval of proposals or reports that the board has been dealing with for some time and all members are familiar with the implications

Staff appointments requiring board confirmation

Reports provided for information only

Items listed under the consent agenda are adopted in a single motion and the passage of such motion is taken to confirm that all recommendations as proposed in the relevant staff reports are approved. Any Board Member may request the separation of an item from the consent agenda for discussion purposes prior to the motion to adopt being placed or voted upon.

Typical reasons for this request are that the member wishes to ask a question about a report or wishes to have a vote recorded. However, no justification need be given and the issue is not debatable. Once a request is made, the item is dealt with as a separate Agenda item (either immediately or at a later point in the Agenda, at the discretion of the Chair)."

---

## 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.

---

**GLOSSARY OF TERMS****APPENDIX A**

---

<b>Abstain</b>	To decline to vote for or against a motion.
<b>Acclamation</b>	Unanimous election to office without the need for a vote, where only one candidate is nominated and agrees to stand.
<b>Adjourn</b>	To end the meeting.
<b>Agenda</b>	A list of items of business to be considered at a meeting, arranged in the order in which they are intended to be addressed.
<b>Amendment</b>	A formal proposal to change the words of a pending motion.
<b>Board</b>	The Oakville Public Library Board of Members.
<b>Casting vote</b>	A single vote (usually the prerogative of the chair) that decides an issue when the vote has resulted in a tie.
<b>CEO</b>	The Chief Executive Officer of the Board.
<b>Chair</b> <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>
<b>Committee</b>	Any committee, task force or work group appointed by the Board.
<b>Commission, Community Services</b>	The head of the community services division of the Town of Oakville who serves as the liaison between the Town and the Library, by providing guidance and support to the Oakville Public Library CEO and Management team
<b>Council</b>	The Council of the Town of Oakville.
<b>Delegation</b>	One or more members of the public who address the Board.
<b>Ex officio</b>	By virtue of office or position.
<b>Floor, on the</b>	The current subject of debate.
<b>Floor, to have the</b>	To have the right to speak without interruptions except on a Matter of Privilege or a Point of Order.

**GLOSSARY OF TERMS****APPENDIX A**

<b>In-Camera</b>	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).
<b>Library</b>	The Oakville Public Library
<b>Member</b>	A member of the Oakville Public Library Board.
<b>Minutes</b>	The legal record of the Board's, or a committee's, proceedings and decisions. Corrections must relate to matters of fact only. A Member who does not agree with a decision cannot have the decision changed by changing the minutes. The appropriate remedy is to move a motion to reconsider.
<b>Motion</b>	A formal proposal placed before the meeting by one Member, the mover of the motion, for debate and decision.
<b>Move</b>	To formally propose a motion or amendment.
<b>Mover</b>	The person who proposes a motion or amendment.
<b>Notice of motion</b>	Formal advice to the Board that a Member proposes to move a motion at a future meeting. Usually includes the wording of the proposed motion.
<b>Objection</b>	A way for a Member to express disagreement with a proposed course of action or ruling by the Chair.
<b>Order</b>	Behaviour in a meeting, which allows Members to conduct business without disruption.
<b>Order paper</b>	Agenda
<b>Order, call a Member to</b>	A way for the Chair to point out to a Member that he/she has broken the rules or is speaking out of turn.
<b>Order, call the meeting to</b>	An announcement by the Chair to indicate that 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.
<b>Order, point of</b>	A way for a Member to draw attention to a breach of the rules.



**GLOSSARY OF TERMS****APPENDIX A**

<b>Precedence</b>	The order in which motions and amendments are discussed and voted on.
<b>Quorum</b>	The minimum number of Members who must be present at a meeting to make the proceedings valid.
<b>Recess</b>	A break during a meeting.
<b>Recorded vote</b>	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.
<b>Rescind Resolution</b>	To revoke a previous decision. A motion that has been moved seconded and carried.
<b>Rise and Report</b>	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.
<b>Ruling</b>	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.
<b>Second, Second</b>	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.
<b>Secretary</b>	The Secretary of the Board.
<b>Show of hands</b>	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.
<b>Simple majority</b>	One more than half.

---

**GLOSSARY OF TERMS****APPENDIX A**

---

<b>Special Board Meeting</b>	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.
<b>Tie vote</b>	An equal number of votes for and against a motion.
<b>Time limit</b>	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.
<b>Treasurer</b>	The Chief Financial Officer of the Board.
<b>Two-thirds majority</b>	Two-thirds, or the closest whole number that is greater than two-thirds.
<b>Unparliamentary</b>	Words or expressions which are disrespectful or language offensive. Includes swearing and derogatory and racial remarks.
<b>Vice-Chair</b>	The Vice-Chair of the Board
<b>Voting</b> <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 Terms of Reference & Policy**

#### **Purpose of Committee**

In order to ensure both the success of the CEO and a strong relationship between the Board and the CEO, the CEO Performance Evaluation Committee (CPEC) will:

- a. Work with the CEO to set goals and expectations which are linked to the organization's strategic goals and recommend these to the Board for consideration.
- b. Conduct an annual evaluation of the CEO's performance in a manner that is consistent with leading H.R. practices, as well as in line with Oakville Public Library's and Town of Oakville's performance standards and practices and bring this to the Board for consideration.
- c. Meet with the CEO at least twice per performance cycle year (more meetings may be scheduled if either the Committee or the CEO requires).

In preparing the review, consideration is given to:

- Initiatives that span across performance cycles
- Performance of the duties described in the 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 CEO job description and Executive Limits.

#### **Committee Membership**

Committee membership shall include three representatives:

- Chair
- Vice Chair
- Audit Committee Chair
- Commissioner, Community Services

#### **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.

---

**TERMS OF REFERENCE****APPENDIX B**

---

**Audit Committee Terms of Reference & Policy**

Oakville public Library Board Audit Committee was established Jan, 14, 2016 (replaces the old Finance and Audit Committee).

**Purpose of Committee**

As a standing committee, the Audit Committee shall meet at least twice annually: to receive the audit plan in the fall of each year from the external audit firm and to receive the audited financial statements and audit findings report in the spring of each year.

To this end, the Audit Committee shall 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

**Committee Membership:**

- All members of the Board
- Staff (non voting) – CEO/Treasurer

**Committee Executive**

As defined in the Oakville Public Library Board Procedure 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.

**TERMS OF REFERENCE**

**APPENDIX C**

**CEO JOB DESCRIPTION:**

Job Title: **CHIEF EXECUTIVE OFFICER & BOARD SECRETARY-TREASURER**  
 Classification: Grade M5  
 Reports to: Oakville Public Library Board via the Chair of the Board

**Qualifications:**

The following minimum requirements are established for the position of CEO:  
 Master of Library and Information Science (MLIS) degree from an accredited library school as well as credentials or advanced coursework in Public Administration OR a degree in Business Administration plus successful completion of a Professional Development program, as defined by the Board. Plus ten to twelve years of relevant experience as a senior administrator in a Library setting or information field.

**Purpose and Scope:**

The Chief Executive Officer (CEO) is accountable to the Oakville Public Library Board for the success of the Oakville public library system through the development and execution of strategic and operational plans, monitoring and reporting of variances to plan, and evaluating effectiveness through key performance measurement. The CEO represents the library to its various stakeholders which includes users, the broader community, the media, municipal council and other funders.

A maximum degree of latitude for independent action is exercised within the scope of Library policy.

The CEO is Secretary-Treasurer of the Library Board.

Through the Community Services Commission, the CEO also participates as a member of the Town of Oakville’s Senior Management group, and has the unique responsibility of building and maintaining relationships with the Town, while following the direction of the Oakville Public Library Board.

## CEO JOB DESCRIPTION

## APPENDIX C

**Responsibilities:****1. Strategy**

In consultation with the Library Board as leader for the OPL Strategic Plan, and other stakeholders, develop corporate strategy and long term plans for the Oakville Public Library. Develop and implement short and long term strategies to deliver a program of library services, and provide leadership and direction to the organization. Via effective performance measurement, monitor and evaluate the effectiveness of the Library's service to the community, and report to the Library Board.

**2. Finance**

Oversee the preparation and administration of Library budgets, both operating and capital, including long range forecasts, ensuring cost effective use of resources. Authorize expenditures and report regularly to the Library Board with financial statements and other financial reports as required. Lead the development of diversified funding sources in collaboration with the Library Development Program. Within the scope of the Town insurance policy, oversee the operation, maintenance, and protection of library assets.

**3. Policy**

Advise the Library Board on matters of policy. Recommend policies to meet the goals and objectives of the Library, and to meet the needs of the community for library services. Ensure implementation of approved policies throughout the organization.

**4. Management**

Structure the organization effectively in order to achieve the Library's strategic and business plans. Hire and manage the lawful supervision of all library staff. Establish and maintain practices and programs in the administration of human resources, e.g. training and development, compensation, job evaluation, succession planning and management, labour relations, health and safety. Manage Service Level Agreements between the Library and the Town of Oakville, and all contracts and MOUs with other strategic partners.

**5. Advocacy**

In the capacity of CEO, cultivate the Town relationship, represent the Library and convey to the community a passion for the impact of public library service. Design and execute an effective program of advocacy for public library issues locally; contribute to provincial and national advocacy efforts. Provide the Library Board with the information and materials Library Board members need to advocate successfully on the Library's behalf.

**6. Partnerships**

Negotiate partnerships with the information, business, government, education and cultural sectors to support and achieve the Library's vision.

**CEO JOB DESCRIPTION****APPENDIX C****7. Library Board Administration and Support**

Enable the Library Board to fulfil its governance function by supporting the operations and administration of the Library Board by advising and informing Library Board members, interfacing between Library Board and staff, and between Library Board and the municipal government. Act as Secretary-Treasurer of the Library Board.

Prepared and Approved by:

Oakville Public Library Board – July 12, 2016

**CEO – BOARD EXECUTIVE LIMITS FOR HUMAN RESOURCES AND FINANCE**

The Library Board establishes CEO “executive limits” for Human Resources (HR) and Finance relating to the CEO’s decision-making authority, both of which are contained in the CEO Job Description contained within the Board By-laws.

**HUMAN RESOURCES EXECUTIVE LIMITS**

The CEO will recommend, for Library Board approval,

- (a) Philosophy of Compensation, documented as a separate Board policy.
- (b) any substantive changes to the Library’s current method of Job Classification.
- (c) (i) changes to the Library’s Pay Schedule and Benefits program, and unbudgeted additions to the Staff Complement (ii) exception: any change to the CEO’s compensation is recommended to the Library Board through the Board Chair.
- (d) only those changes to the Organizational Structure that significantly affect the overall system of administration.

**FINANCE EXECUTIVE LIMITS**

Oakville Public Library CEO and Management will follow the Town of Oakville Financial Control Policies and Procedures including Purchasing limits, taking into account the following:

- Technology expenses done by IS+S via Town Purchasing on Library’s behalf
- Facility expenses (new and ongoing maintenance) done via Facilities and Construction Management via Town Purchasing on Library’s behalf
- Within Library operating and capital budget, all procurement done via Town Purchasing
- Library and Town have standardized to use the same “common” goods and services providers EXCEPT where Library is unique (e.g. collections area)

**CEO JOB DESCRIPTION**

**APPENDIX C**

---