
Policy Type: Governance

Policy No: 01-02

Policy Title: Procedural Bylaw Policy

Effective: November 23, 2022

Review Date: January 2026

By-Laws and Governance Policies define how the Public Libraries Act and other relevant legislation are applied at the Grey Highlands Public Library. They set the framework for the governance and operations of the Library, and provide direction to Board, staff, and community. They advance the mission, vision, values, and mandates of the library, museum, gallery, and archive. Board Members, the Chief Executive Officer (CEO), and Personnel are responsible for knowing, understanding, and complying with the By-Laws and Governance policies.

Section 1: Interpretation

This By-law will be interpreted to be consistent with the following principles:

- The majority of Members have the right to decide
- The minority of Members have the right to be heard
- All Members have the right to information to help make decisions unless prevented by law
- All Members have a right to an efficient meeting
- All Members have the right to be treated with respect and courtesy; and
- All Members have equal rights, privileges, and obligations subject to additional rights, privileges, and obligations granted to the Chair under this By-Law.

Section 2: General

2.1 Statement of Authority

The Grey Highlands Public Library Board bears legal responsibility for the Library by ensuring that it operates in accordance with the **Public Libraries Act**, R.S.O. 1990, c P.44. The purpose of this bylaw is to define the legal authority of the Board.

1. In accordance with the **Public Libraries Act**, s. 3 (1), the Council of the Municipality of Grey Highlands has established the Grey Highlands Public Library by the adoption of Municipal By-law #2001-13.

2. In accordance with the **Public Libraries Act**, s.3 (3), the Grey Highlands Public Library shall be under the management and control of the Grey Highlands Public Library Board which is a corporation.

2.2 Powers and Duties of the Board

The powers and duties of the Library Board are prescribed in the **Public Libraries Act**, R.S.O. 1990, chapter P44, to which this bylaw adheres. The role of the library Board is to govern the affairs of the library, and in accordance with the **Public Libraries Act**, section 20, the Library Board:

- a) Shall seek to provide, in cooperation with other Boards, a comprehensive and efficient public library service that reflects the community's unique needs
 - b) Shall provide library services in the French language, where appropriate
 - c) Shall operate one or more libraries and ensure that they are conducted in accordance with this Act and the regulations
 - d) May operate special services in connection with a library as it considers necessary
 - e) Shall fix the times and places for Board meetings and the mode of calling and conducting them, and ensure that full and correct minutes are kept
 - f) Shall make an annual report to the Minister and make any other reports required by this Act and the regulations or requested by the Minister from time to time
 - g) Shall make provision for insuring the Board's real and personal property
 - h) Shall take proper security for the treasurer
 - i) May appoint such committees as it considers expedient
3. Under the **Public Libraries Act**, (Section 15(2)), the Library Board must appoint a Library CEO, and it is that person to whom the Library Board may delegate authority for the management of Library operations.

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

Policies

The Board shall determine and adopt written policies to govern the operation and programs of the Library. Such policies should include personnel, services provided to the public, materials selection, and financial authorities.

Planning

The Board shall review the Library's mission statement, develop goals and objectives of the Library, approve plans for meeting these goals and objectives, and assess and

determine the Library needs of the community.

Funding

The Board shall recommend to Council the Library's annual operating budget and capital forecast, make provisions ensuring the Board's real and personal property, and have in place proper security for the Treasurer.

Reporting

The Board shall report regularly to governing officials and the general public including the annual report to the Minister of Tourism, Culture, and Sport.

Advocacy

The Board shall establish, support, and participate in planned programs to meet community needs, in addition to being aware of the activities of regional, provincial, and national library organizations. Board members are advocates of the Library and play a role in initiating and supporting beneficial library legislation.

Section 3: Composition of the Board, Terms of Reference for Officers, and Committee of the Board

Where required, the Board adheres to the **Public Libraries Act**, R.S.O. 1990, c. P44 as it relates to its composition. The purpose of this bylaw is to guide the Council's appointment process and the Board's appointment of its officers.

3.1 Composition of the Board

1. While the **Public Libraries Act**, s. 9(1) prescribes a Board of no fewer than five (5) members and be appointed by Municipal Council.
2. By the **Public Libraries Act**, s. 10(4), Municipal Council will appoint all Board members as new at the first meeting of the Council in each term or no later than 60 days after its first meeting.
3. By the **Public Libraries Act**, s. 10 (2a), Municipal Council shall not appoint more of its members to the Board than the number that is one less than most of the Board.
4. By the **Public Libraries Act**, s. 10 (3), a Board member shall hold office for a term concurrent with the term of the appointing Municipal Council, or until a successor is appointed.
5. A Board member may be re-appointed for one or more terms.
6. A member seeking re-appointment must follow the same process of application for consideration as for new candidates to the Board.
7. By the **Public Libraries Act**, s. 13, if any members of the Board are disqualified from holding office, the members shall forthwith declare the seat vacant and notify Council accordingly.
8. By the **Public Libraries Act**, s.12, when a vacancy arises in the membership

of the Board, the Municipal Council shall promptly appoint a person to fill the vacancy and to hold the office for the unexpired term, except where the unexpired term is less than forty-five days. The new appointment's term will be concurrent with the term of the Board.

3.2 Qualifications

A person is qualified to be appointed as a member of the Board who is a member of the appointing Council or:

- a) Is at least eighteen years old.
- b) Is a Canadian Citizen or Permanent Resident of Canada within the meaning of ***the Immigration and Refugee Protection Act***.
- c) Is a resident of the Municipality for which the Board is established.
- d) Is not employed by the Board or by the Municipality.
- e) Is a resident of a contracting Municipality.

3.3 Officers of the Library Board

1. By the ***Public Libraries Act***, section 14, at the first meeting of the new term, members of the Library Board shall **elect** a chair from among the members.
2. At the first meeting of the new term, members of the Library Board shall **elect** a Vice-Chair from among the members.
3. By the ***Public Libraries Act***, section 15, the Library Board shall **appoint** a Chief Executive Officer (CEO), who shall also be the secretary and treasurer of the Library Board, as allowed by the ***Public Libraries Act***, section 15(5).
4. If any of the officers retire, step down, or are dismissed during their term, the Library Board must immediately elect or appoint a new officer.

3.4 Resignation/Vacancy

Where a vacancy arises, the Board 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 45 days.

3.5 Disqualification

If a Board member:

- Is convicted of an indictable offense; or
- Becomes incapacitated; or
- Is absent from the meetings of the Board for three consecutive months without being so authorized by a Board resolution; or
- Ceases to be qualified for membership; or

- Otherwise forfeits their seat, the member's seat becomes vacant and the remaining Board members shall declare the seat vacant and notify the Grey Highlands Council accordingly.

3.6 Terms of Reference for the Board Chair

1. By the **Public Libraries Act**, R.S.O. 1990, c. P44 section. 14 (3), a Board shall elect one of its members as Chair at its first meeting in a new term.
2. The Chair will hold office for two years unless reappointed or until a successor is appointed.
3. The Chair leads the Library Board, acts as an official representative of the Library, and ensures the proper functioning of the Board and the proper conduct of Board business, by appropriate legislation and prescribed rules of procedure adopted by the Board.
4. The Chair will:
 - a) Preside at regular and special meetings of the Library Board
 - b) Set the agenda in consultation with the Library CEO
 - c) Call the meeting to order
 - d) Receive and submit, in the proper manner, all motions presented by the Board members.
 - e) Put to a vote all questions which are regularly moved and seconded, and announce the results.
 - f) Decline to put to a vote all motions which infringe the rules of conduct.
 - g) Enforce the rules of conduct and decorum.
 - h) Ensure balanced representation on committees.
 - i) Adjourn the meeting when the business is completed.
 - j) Ensure that business is dealt with expeditiously and help the library Board work as a team.
 - k) Act as an authorized signing officer of all documents about Board business.
 - l) Coordinate the CEO evaluation process.
 - m) Share with the CEO the responsibility for conducting Board Orientation.
 - n) Coordinate the Library Board's evaluation process.
 - o) Represent the Library Board, alone or with other members of the Library Board, at any public or private meetings to conduct, promote, or complete the business of the Library Board.
 - p) Not commit the Library Board to any course of action in the absence of the specific authority of the Library Board.

If the Chair resigns or is removed from office, the Vice-Chair will hold office for the balance of their term.

3.7 Terms of Reference of the Vice-Chair

1. The election of the Vice-Chair shall take place at the first meeting for the term of the Library Board.
2. The term of office for the Vice-Chair of the Grey Highlands Public Library shall hold office for two years unless reappointed or until a successor is appointed.
3. The Vice-Chair will:
 - a) Preside at Board meetings if the Chair is absent from the meeting, or, temporarily leaves for the discussion of any item in which the Chair has disclosed an interest.Perform the remaining duties of the Chair if the Chair is unable for any reason to perform them.

3.8 Terms of Reference of the Treasurer

1. As permitted by the ***Public Libraries Act***, section 15(5), the Chief Executive Officer of the Grey Highlands Public Library shall serve as the treasurer of the Library Board.
2. The treasurer shall monitor the financial activities of the library and shall ensure that complete and accurate records are kept by generally accepted accounting practices.
3. By the ***Public Libraries Act***, s. 14(4), the Treasurer will:
 - a. Receive and account for all the Library Board's money
 - b. Open an account or accounts in the name of the Library Board in a chartered bank, trust company, or credit union approved by the Board
 - c. Deposit all money received on the Library Board's behalf to the credit of that account or accounts
 - d. Disburse the money as the Library Board directs.
4. The treasurer will act as an authorized signing officer of all documents about the financial business of the Library Board.
5. The treasurer will provide the Library Board with a report of all financial transactions and of the financial position of the Library, monthly or as otherwise required.

3.9 Terms of Reference of the Secretary

1. By the ***Public Libraries Act***, s. 15(3), 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.
2. In addition, the secretary will:
 - a) Prepare the agenda before each Board meeting, in cooperation with the chair
 - b) Distribute the agenda, with all reports and enclosures, to all Board members before the relevant Board meeting.

- c) Keep minutes of every meeting of the Board.
- d) Distribute the minutes to all Board members not less than three days before the next Board meeting.

3.10 Terms of Reference of the Chief Executive Officer (CEO)

1. By the **Public Libraries Act**, section 15(2), the Library Board appoints the Chief Executive Officer (CEO) who shall attend all Board meetings.
2. The Library Board delegates the authority for management and operations of services to the CEO.
3. As a **non-voting** officer of the Library Board, the CEO:
 - a. Acts as the secretary/ treasurer to the Library Board
 - b. Does not vote on Board business
 - c. Sits ex-officio on all the committees of the Library Board and acts as a resource person
 - d. Assists and supports the Library Board at the presentation of the Library budget before the Council
 - e. Reports directly to the Library Board on the affairs of the Library and makes recommendations he/she considers necessary
 - f. Interprets and communicates the Board's decisions to the staff.

3.11 Committees of the Board

The Board may, at the annual meeting, appoint the following standing committees:

1. Finance and Planning
2. Personnel and Policy
3. Property
4. Technology
5. Ad Hoc

At the first meeting of each committee meeting, a Chairperson shall be elected from the committee members appointed.

The Grey Highlands Public Library Board shall be responsible for establishing terms of Reference and specific duties for each of these committees.

3.12 Terms of Reference for the Finance and Planning Committee

The Finance and Planning Committee is responsible to the Grey Highlands Public Library Board for interpreting the goals and objectives of the Board and stating them in financial terms including budgeting, expenditure, and management of funds. It shall:

- Recommend policies for banking arrangements and money management and monitor the application of these policies
- Review the initial estimates prepared by the Chief Executive Officer and recommend adoption and/or revision by the Board

- Evaluate recommendations by the CEO on the fee and agreements with contracting municipalities for library service.
- Recommend alternative sources of revenue, if needed
- Prepare the proposed budget of the Library for the Boards' presentation to Grey Highlands Council and contracting municipalities
- Initiate a long-term planning process for the library

Pass on accumulated files to the incoming chairperson through the outgoing chairperson.

3.13 Terms of Reference for the Personnel and Policy Committee

The Personnel and Policy Committee is responsible for recommending policies for all library services and developing and reviewing personnel requirements and policies. It Shall:

- Do an annual review of existing policy and make recommendations to the Board for additional and deletions of the policy as necessary
- Do an annual performance appraisal for the CEO
- Evaluate staff deployment studies presented/recommended by the CEO to ensure staffing is adequate to meet community standards
- Evaluate the CEO's recommendations relative to the staffing needs created by the introduction of new services
- Pass on accumulated files to the incoming chairperson through the outgoing chairperson.

3.14 Terms of Reference for the Property Committee

The Property Committee is responsible for ensuring that all buildings and furnishings of the Grey Highlands Public Library system are maintained. It Shall:

- Ensure that repairs and maintenance at each branch are carried out
- Ensure that arrangements are made for snow removal, landscaping, and grass cutting
- Make recommendations to the Board
- Be responsible to the Board and oversee building and maintenance issues
- Pass on accumulated files to the incoming chairperson through the outgoing chairperson.

3.15 Ad Hoc Committee

Ad Hoc committees may be established to study a particular area of concern. The composition and duties of the committees shall be established at the time of striking. These committees are dissolved when their mandate has been met. A chairperson shall be elected at the first committee meeting by the committee members appointed.

Section 4: Orientation of the Board

Each Board member shall receive a **Board Orientation Kit** produced by Library staff. Library and Board information shall be inserted into this kit, including:

- The Library's By-laws and Policy statements
- Guidelines for the position of library trustee
- The Library's current budget
- The Library's latest audited financial statements
- The names, addresses, and telephone numbers of all Board members
- A package of materials from the previous meeting (minutes, reports, etc.)

logins and technical information for agendas, minutes, and Board meetings
schedule of Board meetings for the upcoming year.

Section 5: Meetings of the Board

Board members must meet regularly to ensure the proper governance of the library and to conduct the business of the Board. Since the Board 'as a whole' has the authority to act, and not individual members, the Board meeting is the major opportunity for the Board to do its work– to make decisions, solve problems, educate Board members, and plan and review monitoring or evaluation material submitted by staff. This policy sets procedures to follow for meetings and ensures compliance with the **Public Libraries Act**, R.S.O. c. P.44.

The Chief Executive Officer shall call the first meeting of the Grey Highlands Public Library Board in each new term upon receipt of the confirmation of appointments from the Municipal Clerk and a by-law from the Municipal Council. The CEO shall preside over and conduct the elections for the position of Chairperson. The Chairperson shall assume the chair for the election of the Vice-Chairperson and the appointment of the Secretary-Treasurer and committee members.

Section 6: Board Meetings

1. By the **Public Libraries Act**, s. 16.1 (2), Board meetings will be **open to the public** unless the subject matter being considered falls within the parameters of the **Public Libraries Act**, s. 16.1(4) as stated in point 5 of this bylaw.
2. By the **Public Libraries Act**, s. 16(1), **regular meetings** of the Grey Highlands Public Library Board shall be held at least seven (7) times each year and at such other times as it considers necessary.
3. By the **Public Libraries Act**, s. 14(1), the **first meeting** shall be called by the CEO of the Grey Highlands Public Library Board, in each new term, upon receipt of the confirmation of appointments from the municipal clerk. This inaugural meeting shall be held as soon as possible after the appointments are made by Municipal Council.

6.1 Special Meetings

4. By the **Public Libraries Act**, s. 16(2), the chair or any two members of the Board may summon a **special meeting** by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called, which shall be the sole business transacted at the meeting.

6.2 Annual Meeting

The **annual meeting** of the Grey Highlands Public Library Board shall be held within four months of the end of the preceding calendar year. The CEO's Annual Report and statements of operations for the previous year shall be presented to the Board. A Committee of the Board, as required for the coming year, shall be appointed.

6.3 Closed Meetings

By the **Public Libraries Act**, s. 16.1(4), a meeting or part of a meeting may be **closed to the public** if the subject matter being considered is:

- a) The security of the property of the Board.
 - b) Personal matters about an identifiable individual.
 - c) A proposed or pending acquisition or disposition of land by the Board.
 - d) Labour relations or employee negotiations.
 - e) Litigation or potential litigation, including matters before administrative tribunals, affecting the Board.
 - f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose.
 - g) A matter in respect of which a Board or committee of a Board may hold a closed meeting under another Act.
5. By the **Public Libraries Act**, s. 16.1 (5) and (6), a meeting shall be closed to the public if the subject matter relates to the consideration of a request under the **Municipal Freedom of Information and Protection of Privacy Act**, R.S.O. 1990, c. M56 if the Board or committee of the Board is the head of an institution for the purposes of that Act.

Before holding a meeting or part of a meeting that is to be closed to the public, a Board or committee of the Board shall state by resolution:

- a) The fact of the holding of the closed meeting.
- b) The general nature of the matter to be considered at the closed meeting.

After any in-camera session, a motion must be moved, seconded, and approved by a majority vote to return to the public session. A motion to confirm any motions approved during the in-camera session shall be made.

6.4 Format

Board members may attend Board meetings via teleconference call or video

conferencing call.

- a) As all Board meetings are open to the public, these meetings must be conducted in such a way that all members participating can hear each other, at the same time, and that the public can also hear the deliberations.
- b) Every effort shall be made by members to attend meetings physically in person, but a member of the Library Board or a committee may attend, participate, and vote at an open or closed meeting remotely.
- c) Members who wish to attend an in-person meeting remotely must give notice 48 hours before the commencement of the meeting to the Secretary so that the equipment can be made ready.
- d) Meeting minutes will reflect that a member is participating remotely.
- e) If the Chair of the Library Board attends the meeting remotely, then the Vice-Chair chairs the in-person meeting.
- f) Quorum applies to the members attending in person and remotely.

6.5 Order of Proceedings

- 1. Parliamentary Authority
 - a) The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern the proceedings of the Library Board in cases where there are no bylaws of the Board in place.
- 2. Call to Order
 - a) Meetings shall be **called to order** by the Chair on the hour fixed for the meeting.
 - b) In the absence of the chair, the Vice-Chair will preside over the meeting.
- 3. Quorum
 - a) By the ***Public Libraries Act***, s. 16(5), the presence of a majority of the Board is necessary for the transaction of business at a meeting.
 - b) Where a quorum is not present within fifteen minutes of the hour fixed for a meeting, the secretary shall record the names of the Board members present, and the meeting shall stand adjourned until the next meeting or until a special meeting is called.
 - c) Nothing in the foregoing shall prohibit the members in attendance for a regular meeting, when no quorum is present, from constituting themselves as a committee dealing with such agenda items as they see fit. However, no decisions taken at such meeting may be executed until ratified by motion at a regular meeting of the Board.
 - d) If notified by a majority of Board members of their anticipated absence from a meeting, the secretary shall notify all members of the Board that the meeting is canceled.

6.6 Attendance at Meetings

By the **Public Libraries Act**, s. 13, should a member be absent for three (3) consecutive meetings, the Board, shall:

- a) Consider the member disqualified from the Board and notify the appointing council that the seat is vacant, or
- b) Consider the circumstances of the absence and pass a resolution authorizing that person to continue as a Board member.

6.7 Agenda

- a) The agenda focuses the discussion to make good use of the Board's time. Meetings of the Board 'as a whole do not re-do the work of the staff or the committees.
- b) The order of business for all regular meetings of the Board shall be as follows:
 - i. Call to order/Approval of the Agenda
 - ii. Disclosure of Interest
 - iii. Minutes of the previous meeting(s)
 - iv. Reports:
 - Treasurer's Report
 - Chief Executive Officer's Report
 - v. Monitoring the progress of the library's strategic plan
 - vi. Policy review and updates
 - vii. Report on Board members' advocacy activities
 - viii. Other business
 - ix. Date of the next meeting
 - x. Adjournment

6.8 Minutes

- a) Once approved, minutes of meetings are the official record of decisions and provide direction for officers and employees in their subsequent actions.
- b) Minutes are approved at the next meeting of the Board and signed by the Chair.
- c) Minutes (excluding in-camera minutes) are public documents and shall be made available to the public.
- d) Minutes of closed meetings are kept separately and held to be confidential.

6.9 Chairing the Meeting

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

- a) Open meetings of the Board by calling the members to order.
- b) Announce the business before the Board in the order in which it is to be acted upon.
- c) Receive and submit, in the proper manner, all motions presented by the members of the Board.
- d) Put to vote all motions which are moved and seconded in the course of proceedings and announce the results.
- e) Decline to put to vote motions that infringe the rules of procedure.
- f) Restrain the members, when engaged in debate, within the rules of order.
- g) Exclude any person from a meeting for improper conduct.
- h) Enforce the observance of order and decorum among the members.
- i) Authenticate, by signing, all bylaws, resolutions, and minutes of the Board.
- j) Instruct the Board on the rules of order.
- k) Represent and support the Board, declaring its will, and implicitly obeying its decisions in all things.
- l) Receive all messages and communications on behalf of, and announce them to, the Board.
- m) Ensure that the decisions of the Board conform with the laws and bylaws governing the activities of the Board.

Section 7: Motions

All decisions will be made based on motions.

7.1 Moving and Seconding a Motion

- 1. 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 motion before the meeting at any one time.
- 2. All motions at Board meetings except those approving or amending the bylaws, are decided by a majority of votes cast. A motion to add, amend or remove a bylaw shall require a majority vote of at least two-thirds of the members to be carried.
- 3. By the **Public Libraries Act**, s. 6(6), the Chair or Acting Chair of the Board may vote with the other members of the Board upon all questions. Any question on which there is an equality of votes shall be deemed to be negative.
- 4. Voting shall normally be by a show of hands.
- 5. Upon the request of a member who was present when the question was stated, a recorded vote shall be taken.
- 6. As the CEO is not a member of the Board, the CEO does not cast a vote.

7.2 Board Meeting Ground Rule

- 1. The Board values a diversity of opinions and strives to set an environment conducive to exploring ideas. The Board members will at the start of the term,

set, and agree on, ground rules to guide their deliberations.

7.3 Rules of Debate

In directing the course of the debate, the Chairperson shall:

1. Preserve order and decide on questions or order
2. Designate the member who has the floor when two or more members wish to speak
3. State all motions presented or require Secretary to read the motion before permitting debate on the question
4. Put the question to vote when all members wishing to speak have spoken once or when further debate will not serve to advance the business before the Board.

In addressing the Board, no member shall:

1. Speak beside the question in the debate
2. Reflect upon any prior determination of the Board except to conclude such remarks with a motion to rescind such determination
3. Interrupt the member who has the floor except to raise a point of order
4. Speak more than once to the same question

Every member present, when a question is put, shall vote thereon unless a member has declared a conflict of interest. A member may approve, oppose, or abstain on a vote.

Section 8: Finance

8.1 Financial Year

The financial year of the Board is from January 1 to December 31 each year.

8.2 Audit

The accounts of the Board shall be audited by the Municipality's Auditors each financial year and the audited financial statement shall be provided to Grey Highlands Council.

8.3 Expense Reimbursement for Board Members

Board members may be reimbursed in line with current staff practices for travel and other expenses incurred in carrying out assigned duties.

8.4 Signing Authority

The Board Chair, Vice-Chair, and Chief Executive Officer are constituted by the Board as authorized signing officials concerning any financial transaction. Two signing officials' authorizations are required for each financial transaction.

Section 9: Amendment of Bylaws

Bylaws are the fundamental governing rules of the Board. The purpose of this Bylaw is to state the conditions under which bylaws are amended.

1. Bylaws may be amended in response to legislation or when circumstances change.
2. Any member of the Board can propose a review or an amendment of a bylaw.
3. All members of the Board will receive notice and details of changes at the Board meeting before the meeting at which time a motion for amendment may be tabled.
4. A motion to add, amend or remove a bylaw shall require a majority vote of at least two-thirds of the members to be carried.

Related Documents:

Public Libraries Act, R.S.O. 1990

Council of the Municipality of Grey Highlands, Bylaws # 2001-13 ***Municipal Freedom of Information and Protection of Privacy Act***, R.S.O. 1990, c. M56 ***Robert's Rules of Order New Revised*** (RONR) 10th edition

Date of Original Motion: February 22, 2001 (Motion #01-02)