



Policy Type:	Bylaws	Policy Number:	BL-03
Policy Title:	Meetings of the Board	Initial Policy Approval Date:	Dec 2018
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Lanark Highlands Public Library Board members must meet regularly to ensure the proper governance of the library and to conduct the business of the board. Since the library board ‘as a whole’ has the authority to act, and not individual members, the board meeting is the major opportunity for the library board to do its work – to make decisions, solve problems, educate board members, and plan for the future and review monitoring or evaluation material submitted by employees. This policy sets procedures to follow for meetings and ensures compliance with the **Public Libraries Act**, R.S.O. chapter P.44.

Section 1: Types of Meetings

1. In accordance with the **Public Libraries Act**, section 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 section of this bylaw.
2. In accordance with the **Public Libraries Act**, section 16(1), the library board shall hold a minimum of **7 regular meetings** each year and at such other times as it considers necessary.
3. In accordance with the **Public Libraries Act**, section 14(1), the **first meeting** shall be called by the Chief Executive Officer (CEO) of the 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. At this first meeting, the CEO oversees the elections of the officers. The elections begin with the position of chair.
4. In accordance with the **Public Libraries Act**, section 16(2), the chair or any two members of the library board may summon a **special meeting** by giving each member reasonable notice in

writing, specifying the purpose for which the meeting is called, which shall be the sole business transacted at the meeting.

5. In accordance with the ***Public Libraries Act***, section 16.1(4), a meeting or part of a meeting may be **closed to the public** if the subject matter being considered is:
 - a) the security of the property of the board
 - b) personal matters about an identifiable individual
 - c) a proposed or pending acquisition or disposition of land by the board
 - d) labour relations or employee negotiations
 - e) litigation or potential litigation, including matters before administrative tribunals, affecting the board
 - f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose
 - g) a matter in respect of which a board or committee of a board may hold a closed meeting under another Act.

6. In accordance with the ***Public Libraries Act***, section 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, chapter 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, the library 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

7. Board members may attend library board meetings remotely via teleconference or Internet 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) A member of the library board or a committee may attend, participate and vote at an open or closed meeting remotely, if the member is prevented from physically attending because of:
 - i. personal illness or disability; or
 - ii. employment purposes or the business of the public good; or
 - iii. a family or other emergency.
 - c) Members who wish to attend a meeting remotely must give notice two (2) 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.

Section 2: Order of Proceedings

1. Parliamentary authority

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

Meetings shall be **called to order** by the chair on the hour fixed for the meeting. In the absence of the chair, the vice-chair will preside over the meeting.

3. Quorum

In accordance with the *Public Libraries Act*, section 16(5), the presence of a majority of the board is necessary for the transaction of business at a meeting.

- a) Where a quorum is not present within fifteen minutes of the hour fixed for a meeting, the secretary shall record the names of the board members present and the meeting shall stand adjourned until the next meeting or until a special meeting is called.
- b) 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 library board.
- c) If notified by a majority of board members of their anticipated absence from a meeting, the secretary shall notify all members of the library board that the meeting is cancelled.

4. Attendance at meetings

In accordance with 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

5. Agenda

The agenda focuses the discussion in order to make good use of the library board's time. Meetings of the library board 'as a whole' do not re-do the work of the employees or of the committees. The order of business for all regular meetings of the library board shall be as follows:

1. Call to order
2. Approval of the agenda
3. Declaration of any conflicts of interest
4. Minutes of the preceding meeting
5. Business arising from the minutes
6. Tabling of the board information package: correspondence, Treasurer's report, Chief Executive Officer's report; Committee reports
7. Monitoring the progress of the library's strategic plan
8. Policy review and updates
9. Report on board members' advocacy activities
10. Other business
11. Date of the next meeting
12. Adjournment

6. Motions

- a) All motions made by a board member require another member to second the motion.
- b) The Chair states the motion: "It is moved and seconded that..."
- c) The motion is debated.

7. Voting

- a) All motions at board meetings, except those approving or amending the bylaws, are decided by a majority of votes cast.
- b) A motion to add, amend or remove a bylaw shall require a majority vote of at least two thirds of the members in order to be carried.
- c) In accordance to the **Public Libraries Act**, 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.

8. In-Camera

- a) In-camera sessions provide the board of directors an opportunity to dialog in private on sensitive matters about legal issues, hiring, wages, employee evaluations, staffing strategies, firing of personnel etc.

- b) A motion to move in-camera must be seconded and approved by majority vote.
- c) A motion to move out of camera must be seconded and approved by majority vote.

9. 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 library board and signed by the chair.
- c) Minutes (excluding sessions closed to the public) are public documents and shall be made available to the public.
- d) Minutes of in-camera meetings will specify the time in and out of in-camera, those present and decision made. The Minutes are kept separately and held to be confidential. In-camera sessions will be recorded in the Official Minutes as follows: "This portion of the meeting was held in-camera". The Chair shall keep the in-camera minutes.

Section 3: Chairing the Meeting

The function of the chair is to act in a leadership role to the library board, ensuring that business is dealt with expeditiously, and also to help the library board work as a team. It is the duty of the chair of the library board to:

- a) open meetings of the library board by calling the members to order
- b) announce the business before the library board in the order in which it is to be acted upon
- c) receive and submit, in the proper manner, all motions presented by the members of the library 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 which 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 library board
- j) instruct the library board on the rules of order
- k) represent and support the library 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 library board
- m) ensure that the decisions of the library board are in conformity with the laws and bylaws governing the activities of the library board

Section 4: Board Meeting Ground Rule

The library 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.

Related Documents:

- ***Municipal Freedom of Information and Protection of Privacy Act***, R.S.O. 1990, chapter M56
- ***Public Libraries Act***, R.S.O. 1990, chapter P44, section 14 and section 16.1
- ***Robert's Rules of Order New Revised***