

Title Caledon Public Library
Board By-Laws

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1.0 GENERAL

<p>1.1 The Board</p> <p><i>Public Libraries Act</i></p>	<p>The Caledon 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.</p>
<p>1.2 History</p>	<p>The system results from the amalgamation of the Caledon East Public Library (which previously absorbed the Mono Road Library Association) the Town of Caledon Public Libraries (comprised of the former Alton Mechanics' Institute, the former Inglewood Mechanics' Institute, the J.T. Thomas Memorial Library and the Belfountain Public Library) and the Albion-Bolton Public Library.</p>
<p>1.3 Governance</p>	<p>The Caledon Public Library Board is appointed by the Council of the Town of Caledon. It is, however, a corporation in its own right. The responsibilities of the Board to Council and of the Council to the Board are laid out in detail in Sections 20 through 27 of the Public Libraries Act, 1990.</p>
<p>1.4 Purpose</p> <p><i>Public Libraries Act</i></p>	<p>The purpose of the Board is to provide public library services to the residents of Caledon, as set out in the Ontario Public Libraries Act and as further defined by the Caledon Public Library Strategic Plan, Town of Caledon By-laws, resolutions of Council, and Board policies.</p>
<p>1.5 Objectives</p>	<p>The Board will provide a comprehensive, efficient, effective, accountable and affordable public library service that reflects the unique needs of the Town of Caledon.</p>
<p>1.6 Regulations</p>	<p>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.</p>

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	<p>Where possible, reference to applicable Acts, motions, or procedures have been made.</p> <p>The following reference materials were used and are indicated throughout the document, actual wording has been identified in quotations and italics:</p> <ul style="list-style-type: none"> • 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, 11th Edition • Town of Caledon By-law 2009-081

2.0 BOARD COMPOSITION

2.1 Number of Members <i>P.L.A. Section 9</i> <i>Town of Caledon By-law 2009-081</i>	<p>The Town of Caledon approved the composition of the Library Board pursuant to the Public Libraries Act, R.S.O., 1990, Chapter P.44 at the June 23, 2009 meeting of Council</p> <p><i>The Caledon Public Library Board shall be composed of a total of nine (9) members appointed by the Council of The Corporation of the Town of Caledon as follows</i></p> <ul style="list-style-type: none"> • <i>seven (7) members shall be members of the public and</i> • <i>two (2) shall be members of Council</i>
2.2 Appointments	The Town of Caledon Council appoints all members to the Library Board.
2.3 Eligibility and Qualifications <i>P.L.A. Section 10</i>	<p><i>“A person is qualified to be appointed as a member of a board who is a member of the appointing Council or,</i></p> <ul style="list-style-type: none"> <i>a) is at least eighteen years old;</i> <i>b) is a Canadian citizen or a permanent resident of Canada within the meaning of the Immigration and Refugee Protection Act (Canada);</i> <i>c) is a resident of the municipality for which the board is established in the case of a public library;</i> <i>d) is not employed by the board or by the municipality...”</i>

<p>2.4 Term of Appointment</p> <p><i>P.L.A. Section 10</i></p>	<p><i>“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 or more further terms”</i></p>
<p>2.5 Resignations and Vacancies</p> <p><i>P.L.A. Section 12</i></p>	<p><i>“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.”</i></p>
<p>2.6 Disqualification</p> <p><i>P.L.A. Sections 10 and 13</i></p>	<p><i>“If a board member,</i></p> <ul style="list-style-type: none"> <i>a) is convicted of an indictable offence;</i> <i>b) becomes incapacitated;</i> <i>c) is absent from the meetings of the board for three consecutive months without being authorized by a board resolution;</i> <i>d) ceases to be qualified for membership under clause 10(1)(c);</i> <i>or</i> <i>e) otherwise forfeits his or her seat,</i> <p><i>The member’s seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify the appointing council accordingly.”</i></p>
<p>2.7 Attendance</p>	<p>Attendance of members at meetings shall be noted and recorded. A member applying for a leave of absence shall make such request directly to the Board and approval must be recorded in the minutes.</p>
<p>2.8 Health and Safety</p>	<p>In support of the Library’s legislated duty to provide a safe workplace, all members of the Board shall abide by the requirements and protocols referenced within all active Town of Caledon Health and Safety Policies.</p> <p>As an example, this includes the Town’s COVID-19 Employee Vaccination Policy, requiring all Board Members to provide the CEO/Chief Librarian with a signed attestation, confirming their vaccination status. Any unvaccinated members shall refrain from attending any onsite meetings or events on behalf of the Board. Additional details of the adoption and application of this policy are referenced within the Caledon Public Library Personnel Policy (CPL-16-09).</p>

3.0 DUTIES AND RESPONSIBILITIES OF THE BOARD

3.1 The Board of Directors

The Library Board functions within the terms of the Public Libraries Act, R.S.O. 1990. Caledon Public Library shall be under the management and control of the Caledon Public Library Board. The Board establishes policies to direct the operations of the Caledon Public Library, in accordance with its purpose and objectives. The Board employs a Chief Executive Officer and Chief Librarian, 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

- Adopt written policies as required to ensure that there is an efficient operation of the system. Such policies should include those dealing with personnel, public service, materials selection and financial authorities.

3.3 Strategic Planning

Although the Board depends on staff expertise to assist with executing the strategic planning process, the Board is ultimately accountable for the strategic plan. Related responsibilities include:

- Approves the strategic planning process proposal and timeline.
- 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.
- Encourage community engagement and stakeholder feedback.
- Understand the program needs of the library in relation to the community.
- Formulate the goals of the library and approve plan(s) for meeting these goals.
- 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 and Financial Accountability	<ul style="list-style-type: none"> • Recommend to Council the Library's annual operating budget and capital forecast. Each year, the Board shall prepare, adopt and submit to the Council of the Town of Caledon a budget of estimated revenues and expenditures for the operating and capital requirements of the library system. • The fiscal year shall run from January 1st to December 31st. • An audit will be completed annually. The auditors shall be appointed by the municipality and the Treasurer shall present the books for audit by January 31st, following the end of the fiscal year, or at such time after the end of the fiscal year as the books shall be requested by the auditor. • Seek diversified sources of revenue, e.g. grants and fundraising, in support of library service enhancements.
3.6 Reporting	<ul style="list-style-type: none"> • 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/Chief Librarian Evaluation	<ul style="list-style-type: none"> • The Board is accountable for the annual review of the CEO/Chief Librarian's performance. • The Board is expected to provide feedback at the appropriate opportunities throughout the year when the CEO/Chief Librarian Performance Evaluation Committee requests, in order to assist the Committee in meeting its directive. • The Board approves the CEO/Chief Librarian's final performance evaluation.
3.8 Employer	<ul style="list-style-type: none"> • The Board may appoint and remove employees, determine the terms of their employment, fix their remuneration and prescribe their duties, on the recommendation of the CEO/Chief Librarian. • The Board shall establish and maintain a personnel policy, the provisions of which shall be adhered to by the Board, the CEO/ Chief Librarian and all employees.
3.9 Board Liability	<p>Every member of the Board, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Town of Caledon Public Library, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>

Subject to the foregoing, the Board shall indemnify a member of the Board against all costs, charges and expenses reasonably incurred by them in their personal capacity in respect of any civil or administrative action or proceeding to which they are made a party solely by reason of being a member of the Board; such costs to be reviewed periodically by the Board, at the Board's request, and not to be incurred by the Board member without prior written notice to, and prior written approval of the Board.

3.11 Expenses

The members of the Board shall serve without remuneration, but they shall be reimbursed by the Board for proper traveling and other approved expenses incurred in carrying out duties as members of the Board.

Such reimbursement shall be applied as identified in the Library's Personnel Policy.

3.12 Signing Officers

Signing officers of the Board shall be two (2) in number, and shall be any two of the Chair, the Vice-Chair, and the Secretary-Treasurer.

4.0 OFFICERS OF THE BOARD

4.1 Officers of the Board

The officers of the Board shall consist of the following officers: Chair, Vice-Chair, Past-Chair, Secretary, Treasurer, and Chief Executive Officer.

4.1 Election of Officers

The Caledon Public Library Board has 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/Chief Librarian 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.

Technology may be used to facilitate this process when meetings are hosted electronically or in a hybrid format.

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 second 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.

In the event any of the offices becomes vacant for any reason, a new officer shall be elected or appointed to fill the vacancy.

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 two-year term, and 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 of the Board.

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 shall act as a representative of the Board as required, and generally conduct the business of 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, along with the CEO/Chief Librarian Performance Evaluation Committee, shall initiate the process for the Chief Executive Officer/Chief Librarian’s annual performance review.

4.3 Vice-Chair

The Vice-Chair shall act as Chair in the event of the inability of the Chair to so act.

The Vice-Chair will hold office for two years, and 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.

4.4 Past-Chair

The position of Past-Chair will automatically fall to the previous Chair assuming that they remain as a member of the Board. The Past-Chair will hold office for two years, and until a successor is appointed. The position of Past Chair may remain vacant if the previous Chair is no longer a member of the Board.

The Past-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 Past-Chair:

- The Past-Chair will act as an advisor to the current Chair and as a mentor to Board members appointed mid-term, ensuring that these individuals receive proper orientation.

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)”

The Secretary shall be appointed by the Board at the time that the Chief Executive Office/Chief Librarian is first appointed.

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;
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- facilitate meeting arrangements;
- keep minutes of every Board and Committee meeting;
- give notice of Board and Committee meetings
- in the absence of the Chair, Vice and Past Chair, to call the meeting to order and conduct the immediate election of an Acting Chair

The Secretary or their designate will be present at all meetings of the Board and its Committees, except where directly related to the performance of the CEO/Chief Librarian.

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)”

The Treasurer shall be appointed by the Board at the time that the Chief Executive Officer/Chief Librarian is first appointed.

Duties and Responsibilities of the Treasurer of the Board:

- Provide financial reports to the Library Board at each regular meeting of the Board
- Prepare a draft budget for consideration by the Finance Committee and Board
- Manage Library finances as required by provincial and federal legislation, Town and Library By-laws, and Board resolutions.

4.7 Chief Executive Officer

The Board shall appoint a Chief Executive Officer, who shall be the person holding the position of Chief Librarian. The Chief Librarian shall continue to hold the office of Chief Executive Officer until otherwise determined by the Board.

The Chief Executive Officer shall hold the office of Secretary and of Treasurer, and shall continue to do so unless otherwise determined by the Board.

Duties and Responsibilities of the CEO and Chief Librarian:

- The Chief Executive Officer and Chief Librarian shall have general supervision over and direction of the operations of the Public Library and its staff;
- Shall implement the policies of the Board in accordance with Provincial Statutes;
- Shall advise the Board on all matters pertinent to the administration of the system;
- Shall be responsible to the Board for the efficiency of the administration and shall have control of the employees of the Board in accordance with the personnel policies adopted by the Board. The CEO/Chief Librarian shall assign them to their duties and shall determine the nature of records and files to be kept;
- Shall issue notices of meetings to the Board and its committees at the proper time;
- Shall attend all meetings of the Board and its committees except when discussion takes place pertaining to the position as Chief Executive Officer/Chief Librarian;
- Shall represent the Board at meetings, conferences and hearings, and shall speak on its behalf as required;
- Shall have the other powers and duties that the Board assigns to him or her from time to time.

4.8 External Appointments

The Board shall make appointments to any other body on which it is entitled to have representation.

This shall include the appointment of a representative to the:

- Ontario Library Services (OLS) Trustee Council

5.0 COMMITTEES OF THE BOARD

5.1 Duties of Committees

The purpose of committees is to facilitate the business of the board.

5.2 Committee of the Whole The Board shall meet as a Committee of the Whole when the majority of the Board members considers it necessary, or subject to conditions outlined in Section 6.11 of these by-laws. Members of the Board shall elect a Chairman for the meeting of the Committee of the Whole and they shall present to the Board the recommendations made by the Committee at the next meeting of the full Board.

5.3 Standing Committees The Board will strike the following standing committees in accordance with the Terms of Reference attached as Appendices A, B and C.

- Finance Committee
- CEO/Chief Librarian Performance Evaluation Committee
- Advocacy and Fundraising Committee

Initial appointment to these committees shall be formalized at the second regular meeting of the Board within a new term. At the last regular meeting of second year of a term, appointments will be made to all standing committees with the expectation that Board members will be ready to step into their committee roles on January 1 of the following year.

5.4 Ad Hoc Committees As required, ad hoc committees may be established by motion of the Board, to deal with matters before the Board. Ad hoc committees may include:

- Personnel Committee
- Planning Committee
- Board Recruitment/Succession Committee
- other committees as determined from time to time.

The composition and membership of an ad hoc committee shall be decided when established.

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.

5.5 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 the Board's next regular meeting.

5.6 Membership As defined in section 4.2 in the by-laws, the Chair acts as an ex-officio member of all committees of the Board with voting rights only when required to break a stalemate.

5.7 Meetings	Meetings of committees may be called by the Chair of the committee or by a majority of the members of a committee. A quorum of all committees shall be the majority of members of the Committee.
5.8 Committee Proceedings	The CEO/Chief Librarian shall attend all committee meetings, except when discussion takes place pertaining to the position of CEO/Chief Librarian. Minutes of committee meetings shall be submitted to and received by the Board at the next regularly scheduled meeting.
5.9 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.

6.0 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 <i>P.L.A. Section 14</i>	The Chief Executive Officer and Chief Librarian of the Caledon 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 <i>P.L.A. Section 16</i>	<p>The Board shall schedule ten (10) regular meetings per year. This is greater than the minimum required by legislation. As per the Public Libraries Act, R.S.O., 1990, Chapter P.44 as amended, "A board shall hold at least seven regular meetings in each year". As a result, regular meetings cancelled due to weather or lack of quorum need not be rescheduled, though the Board may opt to do so.</p> <p>Meetings of the Caledon Public Library Board are generally scheduled for the third Monday of the month at 6:00 PM with the exception of February and July. The schedule of dates for Board meetings for the year will be provided to members at the beginning of each year. 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.</p>
6.4 Special Meetings	A special meeting of the Board may be summoned at any time by the Chair, and it shall be their duty to convene a special meeting when requested to do so in writing by two members of the Board. 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.

Notice of special meetings may be called with 48 hours notice by telephone or e-mail.

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.

6.5 Notification of Meetings

Notice of meetings shall be in the form of a written agenda accompanied by its supporting documents and shall be laid before the Board prior to the time of meeting. The Chair and the Secretary shall be responsible for the preparation of the agenda and any member wishing to place an item on the agenda may do so by making a request to the Chair or Secretary. Such requests shall then be considered at the Chair of the Board's discretion.

Minutes of the previous meeting shall be distributed to members prior to the meeting in sufficient time to permit their study.

The document-package shall be delivered to the Board member's designated email address with printed copies available for pickup at the Library if requested. Whenever possible, packages will be made available five days prior to the upcoming Board meeting.

Lack of receipt of the notice of a regular meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum is obtained.

Notice of any change to the regular meetings shall be sent to members in writing or by e-mail at least 48 hours prior to the meeting.

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

A person or organization wishing to appear as a delegation before the Board shall satisfy the provisions as set out below:

- A delegation wishing to appear before a Committee or the full Board shall submit a written request to the Secretary Treasurer (CEO/Chief Librarian) 10 days prior to the scheduled meeting of the Committee or Board. The request must stipulate the subject matter upon which the delegation wishes to speak.
- The Secretary Treasurer (CEO/Chief Librarian) shall notify a representative of the delegation, at a time reasonably in advance, of the date, time and place of the presentation.
- The delegation appearance and the subject of the delegation will be included on the regular agenda and each delegation shall be limited to a maximum time of ten (10) minutes to make a presentation unless otherwise determined by leave of the Chair. Questions and answers from the Board are in addition to this time limit.
- Any related written material will be circulated to the Board in advance of the presentation. All written material must be received 7 days prior to the Board Meeting.
- If the delegation is unable to meet the time requirements for notification but wishes to address the Committee or Board, the ten-day notice may be lifted at the discretion of the Chair.
- Unscheduled delegations will require a 2/3 majority vote of Library Board

6.9 Order of Business

The normal order of business shall be as follows:

1. Call to Order
2. Indigenous Acknowledgment
3. Apologies for non-attendance
4. Approval of the Agenda
5. Disclosure of pecuniary interest
6. Consent Agenda
 - a. Approval of the minutes of the previous meeting
 - b. CEO/Chief Librarian's Report
 - c. Strategic Initiatives Update
 - d. Correspondence
7. Business Arising From the Minutes
8. Staff Reports
 - a. Treasurer's Report and Financial Statements
9. Board and Committee Reports
10. New Business

11. Board Advocacy and Development
12. Board Work Plan Review
13. Question Period
14. Time and Location of Next Meeting
15. Adjournment

The Board may at any time suspend or vary the order of business as outline on the agenda by a majority vote of the members present.

6.10 In-Camera

P.L.A. Section 16

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.

“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.*

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 if the board or committee of the board is the head of an institution for the purposes of that Act.”

The motion to move in-camera will state the general nature of the matter to be considered in the closed session. Such a motion shall be non-debatable, and, if it is carried, the Chair of the meeting shall designate a time for the session to be held. An in camera session shall be ended by a resolution that the regular session be resumed. Any motion passed during an in camera session must be repeated in the regular session to pass into the final Minutes.

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.

6.11 Quorum

P.L.A. Section 16

At all regular and special meetings of the Board, a majority of members shall constitute a quorum. Should there be no quorum present thirty minutes after the time appointed for the

meeting, the Secretary shall record the names of those present and the meeting shall move into a Committee of the Whole. Recommendations from the Committee of the Whole must be approved at the next meeting of the Board. The presence of a majority of all the members constituting a Board is necessary for the transaction of business at any regular or special meeting.

No meeting will be called with the advance knowledge that there will be no quorum.

6.12 Remote Participation

It is acceptable to enable the use of technology so that Board Members may remotely participate in meetings, in cases when members are not able to physically attend. Any such technology must enable real time participation (such as phone or video) and the identity of the person(s) remote to the physical space must be verified by those in attendance.

Both in person and remote participants will be considered when determining quorum.

Any requests for remote participation must be communicated to the Board Chair and CEO/Chief Librarian at least 24 hours in advance of the meeting.

Remote participation, as referenced above, is intended to support participation by Board members who are unable to attend a regular meeting which is physically hosted within a library branch or other facility.

Fully electronic meetings, with all trustees participating remotely, may be held during a period of declared emergency, so as long as members of the public may attend virtually and participate in real-time.

Recordings of any meeting by anyone in attendance, and regardless of format, is strictly prohibited. Notices to this effect will be shared as part of the agenda, at the opening of each meeting and as new members of the public join the meeting.

6.13 Voting
P.L.A. Section 16

“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.”

6.14 Procedure for Meetings

The Chairman of the meeting shall preserve order and conduct the meeting in accordance with duties outlined in Section 4.

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 at the time for the meeting to begin, the Past-Chair will call the meeting to order and will preside for that meeting or until the arrival of the Chair or Vice-Chair.

If neither the Chair, Vice-Chair nor Past-Chair are 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.

While presiding, the Acting Chair will have all the rights, duties and responsibilities of the Chair.

The CEO/Chief Librarian shall act as or designate a recording secretary for meetings.

6.15 Rules of Order

The rules contained in Robert's Rules of Order shall govern the Board in all cases to which they are applicable, and in which they are not inconsistent with these by-laws or the special rules of order of this Board.

- 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.

6.16 Conduct of the Chair

The Chair shall preside at all meetings and shall preserve order and decide all questions on order subject to an appeal to the Board. Thus their duties will require them to:

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- a) open the meeting by taking the Chair and call the members to order;
 - b) determine the presence of a quorum;
 - c) announce the business before the Board in accordance with the agenda;
 - d) receive, and submit in a proper manner, all motions presented by members of the Board;
 - e) put to vote all questions which are regularly moved and seconded, and announce the result;
 - f) decline to put to vote motions which infringe rules of procedure;
 - g) authenticate by signature, when necessary, all resolutions and minutes of the Board;
 - h) enforce the observance of rules of order among the Board members;
 - i) inform the Board, when necessary, or when referred to for the purpose, on a point of order or usage;
 - j) represent the Board, and obey its decision in all things;
 - k) select members who are to serve on ad hoc committees;
 - l) ensure that the decisions of the Board are in conformity with the laws and procedures governing the activities of the Board;
 - m) adjourn the meeting when business is concluded.

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.

6.17 Conduct of Members

P.L.A. Section 16.1

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

A Member will not:

- use 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 of a meeting may deny a Member the right to speak on a particular topic if the Member is disruptive or persistently interrupts others.

The Chair of a meeting 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."*

6.18 Conduct of the Public

P.L.A. Section 16.1

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 offensive language.

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

6.19 Curfew	A curfew of 10:00 p.m. shall apply to all meetings, except by a 100% vote of the Board members in attendance at the meeting in progress.
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7.0 MINUTES AND AGENDAS

7.1 Distribution	Board agendas and minutes are public information and will be made available to the public in print and via the Library's website.
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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.
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7.3 Committee Minutes	Minutes of Committee meetings are recorded by the appointed recording secretary or a member of the committee as appointed at the committee's first meeting.
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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.
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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.
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8.0 REVIEW AND AMENDMENTS TO BY-LAWS

8.1 In the Event of Conflict	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 Caledon, the provisions of the Public Libraries Act shall prevail to the extent of any conflict.
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8.2 Review	Revisions to any of the guiding authorities (Public Libraries Act, Robert's Rules of Order, Town of Caledon By-laws) will necessitate a review of the Board By-laws.
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These by-laws will be reviewed bi-annually as per the review date indicated at the beginning of this document.

8.3 Amendments	Any proposed amendments to the By-laws prior to the regular scheduled review shall require a two-thirds vote by the
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membership, with the vote to take place after a minimum of 30 days notification.

8.4 Repeal of Previous
By-Law

Upon this By-Law coming into force, the previous by-law-is repealed in its entirety.

APPENDIX A

CALEDON PUBLIC LIBRARY BOARD

FINANCE COMMITTEE

TERMS OF REFERENCE

1.0 Authority The Library Board has created a Finance Committee to review items relating to all financial activity of the Library and make recommendations to the Board. The Finance Committee shall function in accordance with the Caledon Public Library Board's By-Laws.

2.0 Composition The Finance Committee shall consist of three members of the Library Board.

The Chair of the Finance Committee shall be elected by the Committee members and recommended to the Board for approval at the Board's next regular meeting. The term of a Sub-Committee member appointment is two years. The Committee Chair shall hold full voting rights.

As per Sections 4.2 and 5.6, the Board Chair is ex-officio member of all committees of the Board with voting rights only when required to break a stalemate.

3.0 Mandate The Finance Committee shall:

- Make recommendations to the Board, on issues that affect the financial management, fiscal viability, risk potential and internal financial controls of the Library.
- Review the annual Operating Budget and Capital Budget as related to the Strategic Plan and priorities established by the Board.
- Review the Audited Financial Statements and ensure that there is an effective annual external auditing process.
- Investigate any other financial matters and advise the Board accordingly.

4.0 Meetings The Finance Committee shall meet at least once annually or as deemed necessary. Meetings of the Committee may be called by the Chair of the Committee or by a majority of the members of a Committee. A quorum at each meeting shall be at least two members. The Committee shall have an Agenda, maintained by the Committee Chair, for the purposed of ensuring that the meeting agenda address responsibilities as outline in these terms of reference.

5.0 Staff support

The Library CEO/Chief Librarian will support the work of the Committee in the following ways:

- Support the organization of meetings, prepare and distribute agendas, meeting notes and arranging meeting space.
- Provide draft budget materials and related background materials to the Committee for discussion.
- The CEO/Chief Librarian shall be the Secretary of all committees and shall appoint a recording secretary as necessary.

6.0 Reports

The Finance Committee shall report to the Board at least once annually with respect to its activities, and additionally as deemed necessary by the Committee and/or the Board. Minutes of all committee meetings will be received at the next regular meeting of the Board.

APPENDIX B

CALEDON PUBLIC LIBRARY BOARD CEO/CHIEF LIBRARIAN PERFORMANCE EVALUATION COMMITTEE TERMS OF REFERENCE

1.0 Authority The CEO/Chief Librarian Performance Evaluation Committee Library Board is created by and reports to the Caledon Public Library Board in an advisory capacity. The CEO/Chief Librarian Evaluation Committee shall function in accordance with the Caledon Public Library Board's By-Laws and Personnel Policy.

2.0 Composition The CEO/Chief Librarian Performance Evaluation Committee shall consist of three members of the Library Board.

The Chair of the CEO/Chief Librarian Performance Evaluation Committee shall be elected by the Committee members and recommended to the Board for approval at the Board's next regular meeting. The term of a Sub-Committee member appointment is two years. The Committee Chair shall hold full voting rights.

As per Sections 4.2 and 5.6, the Board Chair is ex-officio member of all committees of the Board with voting rights only when required to break a stalemate.

3.0 Mandate The CEO/Chief Librarian Performance Evaluation Committee will make recommendations to the Library Board on the following matters:

- A review of the goals and objectives and methods of evaluation for the Library CEO/Chief Librarian
- Advice and recommendations with respect to the CEO's annual work plan.
- An annual performance evaluation of the Library CEO/Chief Librarian according to the adopted methodology.

The Chair of the CEO/Chief Librarian Performance Evaluation Committee and the Chair of the Library Board meet with the CEO to review the evaluation.

4.0 Meetings The CEO/Chief Librarian Evaluation Committee shall meet at least once annually or as deemed necessary. Meetings of the Committee may be called by the Chair of the Committee or by a majority of the members of the Committee.

A quorum at each meeting shall be at least two members.

The Committee shall have an Agenda, maintained by the Committee Chair, for the purposed of ensuring that the meeting addresses responsibilities as outlined in these terms of reference.

5.0 Process

An appraisal form has been developed for the annual evaluation process. It records annual goals, how the goals will be measured, the Board's rating for each goal.

The annual process involves the following steps and areas of responsibility. The timeline for these steps is often dependant on the CEO/Chief Librarian's initial start date in the role. The Committee may recommend to the Board that a standardized timeline be adopted. In such cases, when the timeline differs from the standard appraisal timeline in place for Library and Town staff, a letter confirming the CEO/Chief Librarian's eligibility for annual merit increase will be communicated to Town People Services.

- At the beginning of the annual term, the CEO/Chief Librarian drafts goals and measures and meets with the Performance Evaluation Committee to finalize them in advance of consideration by the full Board.
 - In advance of the year end, the CEO/Chief Librarian prepares an annual progress report and self-assessment to be considered by the Committee.
 - The Committee Chair distributes the appraisal form and requests confidential written input from all Board members.
 - Individual Board members submit comments to the Committee Chair.
 - The committee meets to finalize the performance appraisal. In the event that there is no consensus among Committee members regarding the CEO/Chief Librarian's performance, an in camera session of the full Board will be scheduled at a regular or special Board meeting to determine the overall final rating.
 - On the basis of input from other Board members and the Executive Committee, the Chair of the CEO/Chief Librarian Performance Evaluation Committee and the Chair of the Library Board meet with the CEO/Chief Librarian to share the results of the performance appraisal.
 - A mid-year review may be completed at the discretion of the committee or by a motion of the full Board.
 - A survey of Library staff and/or partners, requesting feedback regarding the CEO/Chief Librarian's performance,
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may be initiated at the discretion of the committee or by a motion of the full Board.

- Board Chair presents a verbal summary of the results of the annual review in camera to the Board at its regular meeting.

6.0 Staff support

The Library CEO/Chief Librarian will support the work of the Committee in the following ways:

- Support the organization of meetings, prepare and distribute agendas, meeting notes and arranging meeting space.
- Provide draft materials and related background materials to the Committee for discussion.
- The Chief Executive Officer/Chief Librarian shall be the Secretary of all committees, except when discussion takes place pertaining to the position of Chief Executive Officer/Chief Librarian. The Committee shall appoint an alternate recording secretary for such instances.

7.0 Reports

The CEO/Chief Librarian Evaluation Committee shall report to the Board at least once annually with respect to its activities, and additionally as deemed necessary by the Committee and/or the Board. Minutes of all committee meetings, with the exception of in camera discussion, will be received at the next regular meeting of the Board.

APPENDIX C

CALEDON PUBLIC LIBRARY BOARD ADVOCACY AND FUNDRAISING COMMITTEE TERMS OF REFERENCE

1.0 Authority

The Library Board has created an Advocacy and Fundraising Committee to direct and implement the Board's efforts to raise awareness of the library's value proposition and secure funds in support of the library's strategic objectives. Raised funds and new sources of revenue are intended to supplement CPL's municipally-supported budget.

The Advocacy and Fundraising Committee shall function in accordance with the Caledon Public Library Board's By-Laws and will be guided by the Caledon Public Library Fundraising and Gift Acceptance Policy (CPL-18-23) and the Library's Fundraising Strategy.

2.0 Composition

The Advocacy and Fundraising Committee shall consist of three members of the Library Board,.

The Chair of the Advocacy and Fundraising Committee shall be elected by the Committee members and recommended to the Board for approval at the Board's next regular meeting. The term of a Sub-Committee member appointment is two years. The Committee Chair shall hold full voting rights.

As per Sections 4.2 and 5.6, the Board Chair is ex-officio member of all committees of the Board with voting rights only when required to break a stalemate.

In addition to the CEO/Chief Librarian, the Manager, Communications and Community Development will participate as a member of the committee.

3.0 Mandate

The Advocacy and Fundraising Committee shall:

- Make recommendations to the Board and initiate activities that enhance the Library's ability to:
 - Educate and inform stakeholders, funders, and community members of the library's unique governance, continued relevance and value within the community;
 - Build Relationships in support of library governance, representation and voice; and,

- Strengthen Facilities by securing funds to improve existing spaces and expand facilities in support of municipal growth
- Actively support the Library’s fundraising initiatives by:
 - Advising the Board and staff of relevant opportunities and/or key contacts;
 - Informing the development of any significant capital fundraising campaigns to be proposed for the full Board’s consideration; and,
 - Encouraging all members of the Board to actively participate in the Library’s fundraising efforts as per the roles identified within the Fundraising Strategy.

4.0 Meetings

The Advocacy and Fundraising Committee shall meet at least four (4) times annually or as deemed necessary. Meetings of the Committee will be regularly scheduled in March, June, September and December of each year. Additional meetings may be called by the Chair of the Committee or by a majority of committee members. A majority of committee members shall constitute a quorum. The Committee shall have an Agenda, maintained by the Committee Chair, for the purposes of ensuring that the meetings address responsibilities as outline in these terms of reference.

5.0 Staff support

The Library CEO/Chief Librarian will support the work of the Committee in the following ways:

- Support the organization of meetings, prepare and distribute agendas, meeting notes and arrange for meeting space or online forums;
- Provide draft materials and related background materials to the Committee for discussion; and,
- The CEO/Chief Librarian shall be the Secretary of all committees and shall appoint a recording secretary as necessary.

The Manager, Communications and Community Development will support the work of the Committee in the following ways:

- Coordinating the Committee’s communication efforts;
- Preparing and maintaining an annual fundraising workplan for the Committee’s information and review;
- Department staff will assume responsibility for all operational tasks within the workplan; and,
- Providing quarterly reports on the status of all relevant advocacy and fundraising initiatives

6.0 Reports

The Advocacy Committee shall report to the Board at least four (4) times annually with respect to its activities, and additionally as deemed necessary by the Committee and/or the Board. Summaries and minutes of all committee meetings will be received at the next regular meeting of the Board.
