



# Organizational By-Law

## Governance

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## **Preamble**

The *Public Libraries Act*, R.S.O. 1990, c. P.44 provides that the council of a municipality may by by-law establish a public library and that such library shall be under the management and control of a board, which is a corporation.

The council of The Corporation of the City of Brantford has by by-law established a public library and deemed that the board shall be composed of nine members appointed by the council of whom two shall be members of council and seven shall be citizen members.

## **Section 1 – GENERAL**

### **1.01 Name**

The board having the management and control of the Brantford Public Library is a corporation known as The Brantford Public Library Board (hereafter referred to as the “Board”).

### **1.02 Enactment**

The rules, policies and procedures of the Board contained in this organizational by-law shall be observed for the order and dispatch of business of the Board and shall regulate the conduct and duties of its members and officers.

### **1.03 Interpretation**

Where there is any conflict between the provisions of this organizational by-law and the Public Libraries Act, R.S.O. 1990, c. P.44, as amended (the “Act”) or other applicable legislation, the Act or other legislation shall take precedence. The use of the singular in this by-law shall be deemed to include the plural, and vice versa, wherever the context so requires.

### **1.04 Head Office**

The head office of the Board shall be at the main branch of the Brantford Public Library, 173 Colborne Street, Brantford, Ontario N3T 2G8.

### **1.05 Purpose**

The purpose of the Board is to operate the Brantford Public Library and ensure the governance and business of the Board and the Brantford Public Library are conducted in accordance with the Act. The Board seeks to provide a comprehensive and efficient public library service that reflects the unique needs of the community of the City of Brantford as defined by the Board from time to time.

## **Section 2 – POWERS AND DUTIES OF THE BOARD**

### **2.01 Powers and Duties of the Board**

The powers and duties of the Board are those described in the Act.

They include:

- 1) Establishing the strategic objectives of the Brantford Public Library by seeking to ascertain the library-related needs of the community;
- 2) Establishing policies to direct the operations of the Brantford Public Library in accordance with its purpose and objectives;
- 3) Employing a Chief Executive Officer, who administers the library and implements the strategic objectives under the guidance of those policies;
- 4) Evaluating the performance of the Chief Executive Officer and the Board;
- 5) Holding regular meetings of the Board, open to the public.

## **2.02 Charitable Organizations**

The Board is a registered charity and is designated by the Canada Revenue Agency as a charitable organization. The Board is responsible for compliance with the Income Tax Act, R.S.C. 1985, c. 1 (5th Supp), the Charities Accounting Act, R.S.O. 1990, c. C.10, common law and other legislation applicable to charitable organizations. The Board may delegate to the Chief Executive Officer the authority to maintain compliance and file such information as may be required to maintain status as a registered charity.

## **2.03 Trust**

The Board is the trustee of an endowment fund pursuant to a trust declaration dated June 17, 1993. The Board is responsible for compliance with the Trustee Act, R.S.O. 1990, c. T.23, the Charities Accounting Act, R.S.O. 1990, c. C.10, common law and other legislation applicable to trusts and trustees. The Board may delegate to the Chief Executive Officer the authority to maintain compliance with the terms of the trust declaration.

## **Section 3 – FINANCE**

### **8.01 Estimates**

In accordance with the Act, the Board shall submit to Council, annually on or before the date and in the form specified by Council, estimates of all sums required during the year for the purposes of the Board. The Board shall apply the money paid to it by Council in accordance with the estimates approved by Council or as otherwise authorized by Council.

### **8.02 Grants**

The Board may apply for and receive financial grants made available to public libraries and shall comply with any conditions imposed.

## **Section 4 – BOARD COMPOSITION**

### **4.01 Appointment of Board Members**

Members of the Board are appointed by council of The Corporation of the City of Brantford (“Council”) in accordance with the Act.

#### **4.02 Size and Composition**

In accordance with the applicable municipal by-law, the Board shall be composed of nine members appointed by Council of whom two shall be members of Council and seven shall be citizen members.

#### **4.03 Eligibility of Board Members**

Qualifications for appointment of Board members are those described in the Act. The Board shall also inform Council of the skills and competencies sought in filling any vacancies on the Board.

#### **4.04 Term**

A member of the Board shall hold office for a term concurrent with the term of the appointing Council, from the date of appointment by Council until the last day of the final year of the term, or until a successor is appointed. A member of the Board may be reappointed by Council for one or more further terms.

#### **4.05 Disqualification of Board Members**

The Act sets out the circumstances in which a member of the Board ceases to be qualified for membership. The Board will take reasonable steps to review the qualification of members from time to time.

In addition to the provisions of the Act, if a member of the Board is absent from three consecutive meetings of the Board without being authorized by a Board resolution, the member forfeits his or her seat and ceases to be qualified for membership.

#### **4.06 Vacancies**

Where a vacancy arises in the membership of the Board for any reason, the remaining members of the Board will declare the member's seat to be vacant and notify the appointing Council accordingly.

### **Section 5 – BOARD MEMBERS**

#### **5.01 Duties of Board Members**

Every member in exercising his or her powers and discharging his or her duties to the Board shall,

- 1) act honestly and in good faith with a view to the best interests of the Board; and
- 2) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **5.02 Due Diligence Defence**

A member has complied with his or her duties if the member exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances.

## **5.03 Indemnification**

The Board shall indemnify a member of the Board, a former member of the Board and any individual who acts or acted at the request of the Board as a member, director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Board or other entity if,

- 1) the individual acted honestly and in good faith with a view to the best interests of the Board or other entity, as the case may be; and
- 2) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

## **5.04 Expenses**

The members of the Board serve as volunteers without remuneration. The Board shall pay on behalf of a member of the Board, or reimburse a member of the Board for, reasonable expenses incurred in carrying out his or her duties as a member, in accordance with the policy of the Board from time to time. No other payment shall be made by the Board on behalf of or to a member of the Board unless authorized by this by-law or a resolution of the Board.

## **5.05 Conflict of Interest**

Members are subject to the provisions of the Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50. A member who has a pecuniary interest, direct, indirect or deemed, in any matter in which the Board is concerned shall make the disclosure required by and shall adhere to the provisions of the Municipal Conflict of Interest Act concerning participation and attendance at meetings. The Secretary shall record any declaration of interest in the minutes of the meeting.

## **Section 6 – OFFICERS AND APPOINTMENTS**

### **6.01 Chair**

At its first meeting in a new term, the Board shall elect a Chair from among its members. The Chair shall hold office for a two-year term, or until a successor is elected. The member serving as Chair may be re-elected for successive terms.

The duties of the Chair shall include presiding at all meetings of the Board, preserving order, and deciding all questions of order at meetings of the Board subject to appeal to the Board.

The Chair may attend and vote at meetings of all committees of the Board, ex officio (by virtue of his or her office).

## **6.02 Vice-Chair**

At its first meeting in a new term, the Board shall elect a Vice-Chair from among its members. The Vice-Chair shall hold office for a two-year term, or until a successor is elected. The member serving as Vice-Chair may be re-elected for successive terms.

At a meeting of the Board, in the absence of the Chair, the Vice-Chair shall have all the powers and duties of the Chair and shall preside over the meeting as the acting Chair. In the event the office of Chair becomes vacant for any reason, the Vice-Chair shall assume the office for the unexpired term.

## **6.03 Signing Officers**

The Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. In the absence of a more specific direction, approved deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Board may be signed by any two of its members. The Secretary of the Board or any member of the Board may certify a copy of any instrument, resolution, by-law or other document of the Board to be a true copy thereof.

## **6.04 Other Officers**

The Board may appoint such other officers, including officers of committees of the Board, from among its members or otherwise, as it deems necessary. All of such officers shall have the powers and duties established by the Board and shall hold office at the pleasure of the Board.

## **6.05 Employees**

The Board may appoint and remove such employees as it considers necessary, determine the terms of their employment, fix their remuneration and prescribe their duties.

## **6.06 Chief Executive Officer, Secretary and Treasurer**

The Board shall appoint a Chief Executive Officer who shall:

- 1) have general supervision over and direction of the operations of the Brantford Public Library and its staff;
- 2) attend meetings of the Board, and serve as acting chair at inaugural meetings of the Board until a Chair is elected;
- 3) serve as Secretary to the Board;
- 4) conduct the Board's official correspondence;
- 5) keep the minutes of the meetings of the Board;
- 6) serve as Treasurer to the Board;
- 7) receive and account for all of the Board's money;
- 8) open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board; and
- 9) have the other titles, offices, powers and duties that the Board assigns from time to time.

## **Section 7 – COMMITTEES OF THE BOARD**

### **7.01 Committees**

The Board may establish such standing or ad hoc committees of the Board as it considers expedient. The purpose and terms of reference of a committee shall be established by the Board. The Board shall appoint a chair, any vice-chair and the members of the committee and determine the quorum for meetings of the committee.

The chair of the Board, ex officio, may attend at and participate in (including voting on any business), any meeting of a committee of the Board as if a member thereof.

A committee shall act in accordance with its terms of reference, as established by the Board from time to time, and shall report regularly on its activities and make such recommendations to the Board as it deems advisable. A decision of a committee will not be binding on the Board.

### **7.02 Committee Meetings**

A notice specifying the date, time and place of a regular meeting of a committee of the Board and the agenda items for the meeting shall be delivered, by electronic mail to the last known address of each member of the committee, on a day not less than five (5) calendar days prior to the date of the meeting.

The chair of a committee may summon a special meeting of the committee by giving each member reasonable notice, delivered by electronic mail to the member's last known address, specifying the purpose for which the meeting is called.

## **Section 8 – BOARD MEETINGS**

### **8.01 Inaugural Meeting**

The first meeting of a new Board following appointment of all members by Council shall be called by the Chief Executive Officer. At the first meeting, the Board shall elect a chair and a vice-chair from among its members.

### **8.02 Regular Meetings**

The Board shall hold a minimum of 7 regular meetings, and up to 10, in the calendar year. The chair or any two members of the Board may summon a special meeting of the Board by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called.

To the extent reasonably possible, regular Board meeting dates for a given calendar year will be determined by the Board in consultation with the Chief Executive Officer in the preceding year.

### **8.03 Open Meetings**

Board meetings and meetings of any committee of the Board shall be open to the public except for meetings or portions of meetings that satisfy the requirements of the Act for closed meetings.



Before holding a meeting or portion of a meeting that is to be closed to the public, the Board or committee shall state by resolution the fact of the holding of the closed meeting and the general nature of the subject matter to be considered at the closed meeting.

Board meetings and meetings of any committee of the Board shall not be closed to the public during the taking of a vote unless the Act permits or requires the meeting to be closed to the public and the vote is for a procedural matter or for giving directions or instructions.

One or more members of the Board may attend and participate in Board and committee meetings by conference telephone or webconference provided that all those participating in the meeting can hear and respond to each other and any members of the public present can hear all participants. Meeting minutes will reflect when members participate remotely. Quorum applies to members attending in person and remotely.

#### **8.04 Notice**

A notice specifying the date, time and place of the next regular meeting of the Board and the agenda items for the meeting shall be delivered electronically to the last known address of each member of the Board on a day not less than five (5) calendar days prior to the date of the meeting.

The Secretary shall post, prior to the meeting, a notice of the date, time and place of a meeting of the Board, including committee meetings, in a conspicuous place in the main branch of the Brantford Public Library and on a page of the Library's public web site.

No error or accidental omission in giving notice of any meeting of the Board meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

#### **8.05 Quorum**

The presence of a majority of the members of the Board, in person or by conference telephone or webconference, is necessary for the transaction of business at a meeting of the Board. If there is no quorum, the meeting may commence or continue as a discussion or education session, but any business of the Board may only be transacted when a quorum is present.

If a quorum is not possible because of declared conflicts of interest under the Municipal Conflict of Interest Act, the remaining members will constitute a quorum provided that quorum is never less than two members.

#### **8.06 Delegations**

Residents and community association representatives may attend and address the Board as a delegation, or provide correspondence to be presented at any regular meeting.

Delegations wishing to address the Brantford Public Library Board must advise the CEO/Chief Librarian in writing of their intent at least four (4) days prior to the Board meeting date.

Unscheduled delegations at a regular meeting will require a majority vote in order to proceed. The Board reserves the right to request additional information before granting delegation status.

Delegations may address the Board for a maximum of five minutes. The Chair, by a majority vote, may change the time limit given. The Board has the right to limit the number of delegations presenting at any given meeting.

Upon the completion of a presentation to the Board by a delegation, any discourse between members of the Board and the delegation shall be limited to Board members asking questions for clarification and obtaining additional, relevant information only. Any discussion or motions arising from the delegation will be made at the appropriate time in the agenda or at a future meeting.

No Delegation shall:

- (a) Speak disrespectfully of any person;
- (b) Use offensive words or un-parliamentary language;
- (c) Speak on any subject other than the subject for which they have received approval to address the Board; or
- (d) Disobey the rules of procedure or a decision of the Chair.

Any written or verbal submissions made before the Brantford Public Library Board will form part of the public record and the names of persons appearing at Delegations will appear in the minutes of the meeting that will be posted online.

## **Section 9 – VOTING**

### **9.01 Resolutions**

A resolution of the Board means a motion that has been moved, seconded and carried by the affirmative votes of a simple majority of the Board members present at a meeting of the Board. A special resolution of the Board means a motion that has been moved, seconded and carried by the affirmative votes of a two-thirds majority of the Board members then in office.

The chair or acting chair of the Board may make or second motions and may vote with the other members of the Board upon all questions.

### **9.02 Business**

The Board will endeavour to achieve consensus. The business of the Board will be introduced by way of motion. A motion made at a meeting of the Board shall be decided by a resolution of the Board, except for a motion to adopt or amend a by-law of the Board, including this organizational by-law, and a motion to adopt or amend a foundation policy of the Board, which shall be decided by a special resolution of the Board. A foundation policy of the Board means any one of the mission statement, vision statement, statement of values and intellectual freedom policy of the Board.

## **Section 10 – MINUTES AND AGENDAS**

### **10.01 Distribution**

Agendas and minutes of Board meetings are public information and will be made available to the public.

Copies of approved minutes of meetings of the Board and of committees of the Board, with the exception of confidential minutes of closed meetings which have restricted distribution, are retained by the Secretary for reference by the public.

### **10.02 Recording**

The Secretary is responsible for recording minutes of meetings of the Board and of committees of the Board. Draft minutes will be distributed in advance to the members of the Board or committee, as the case may be, for review, amendment as necessary, and approval at the next meeting.

### **10.03 New Business**

At the beginning of any meeting of the Board or of a committee of the Board, the chair of the meeting may announce additional items proposed to be added to the agenda, except for motions requiring a special resolution of the Board. The agenda and any proposed amendments shall be subject to the approval of the Board or committee.

## **History**

**Supersedes:** Not applicable

**Background documents, related policies:** Not applicable

**Approval Date:** November 2016

**Revision History:** October 2020

**Projected Review Period:** Not applicable

**Author:** Brantford Public Library Board

**Approval Level:** Brantford Public Library Board