

# Madawaska Valley Public Library Policy Manual

Policy Type: Bylaws

Policy Number: BL-05

Policy Title: Meetings of the Board

Initial Approval Date: May 30, 2012

Review Date: 2020

Year of Next Review: 2024

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Board members must meet regularly to ensure proper governance of the Library and to conduct business of the board. Since the Township of Madawaska Valley Public Library Board (the Board) “as a whole” has the authority to act, and not individual members, the board meeting is the opportunity for the Board to do its work – to make decisions, solve problems, ensure due diligence and transparency, educate board members, plan for the future, and review monitoring or evaluation material submitted by staff. This policy defines the protocols for meetings and ensure compliance with the *Public Libraries Act*, R.S.O. chapter. P44.

## Section 1: Types of Meetings

1. In accordance with 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. In accordance with the *Public Libraries Act*, s. 16(1), **regular meetings** of the Board shall be held once a month at least 8 months of each year and at such other times as it considers necessary.
3. In accordance with the *Public Libraries Act*, s. 14(1), the **first** meeting shall be called by the Chief Executive Officer (CEO) of the 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, beginning with the position of chair.
4. In accordance with the *Public Libraries Act*, s. 16.1(2), the chair or any two Board members 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.
  - a) In extenuating circumstances, a **special meeting** may be arranged through telephone or email communications, and the rationale for such communications will be duly recorded in the minutes.
5. In accordance with 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

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- f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose
- g) A matter in respect of which the Board or a Board committee may hold a closed meeting under another Act
- 6. In accordance with 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 a Board committee 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 Board or Board committee 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, teleconference meetings or via other electronic media, must be conducted in such a manner 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:
    - c) personal illness or disability; or
    - d) employment purposes or the business of the public good; or
    - e) a family or other emergency.
  - f) 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
  - g) Meeting minutes will reflect that a member is participating remotely
  - h) If the chair of the library board attends the meeting remotely, then the vice-chair chairs the in-person meeting
  - i) Quorum applies to the members attending in person and remotely.

## Section 2: 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 Board in cases where there are no Board bylaws in place.

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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) In accordance with 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 15 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 consulting themselves as a committee dealing with such agenda items as they see fit. However, no decisions taken at such a meeting may be executed until ratified by motion at a regular Board meeting.
  - d) If notified by a majority of Board members of their anticipated absence from a meeting, the secretary shall notify all Board members that the meeting is cancelled.
4. Attendance at meetings
  - a) In accordance with the *Public Libraries Act*, s. 13, should a member be absent for three (3) consecutive months, 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
  - a) The agenda focuses the discussion in order to make good use of the Board's time. Board meetings "as a whole" do not re-do the work of the staff or of Board committees.
  - b) The order of business for all regular Board meetings shall be as follows, as required:
    - i. Call to order
    - ii. Approval of the Agenda
    - iii. Declaration of any conflicts of interest
    - iv. Minutes of the preceding meeting
    - v. Business arising from the minutes

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- vi. Tabling of the Board information package: correspondence, Treasurer's report, CEO's report, Committee reports
  - vii. Monitoring the progress of the library's strategic or other major plan(s) or projects
  - viii. Policy review and updates
  - ix. Report on Board members' advocacy or other activities
  - x. Other business
  - xi. Date of the next meeting
  - xii. Adjournment
6. Voting
- a) All motions at Board meetings, except those approving or amending the by-laws, 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 with the *Public Libraries Act*, s. 6(6), the Board chair or acting chair may vote with the other Board members upon all questions. Any question on which there is an equality of votes shall be deemed to be negative.
7. 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 Board meeting 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.

## Section 3: 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 also to help the Board work as a team. It is the duty of the Board chair to:
  - a) Open Board meetings 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 Board members
  - 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 protocol
  - f) Restrain the members, when engaged in debate, within the rules of order
  - g) Exclude any person from a meeting for improper conduct

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- 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 all 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 all Board decisions are in conformity with the laws and bylaws governing the activities of the Board

## Section 4: Board Meeting Guidelines

1. The Board values a diversity of opinions and strives to set an environment conducive to exploring ideas and options. To that end, these points shall serve as a guideline for Board meetings, Board committee meetings, and discussions:
  - a) Everyone's opinion counts and should be heard
  - b) Only one conversation / discussion at a time
  - c) No phone calls, texting or interruptions during meetings
  - d) Comments on ideas and opinions are supportive, rather than judgmental
  - e) Everyone will offer insight
  - f) No idea or opinion shall be dismissed lightly as it may lead to new / unexplored options for discussion.

### Related Documents:

*Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c M56

*Public Libraries Act*, R.S.O. 1990, c P44

Robert's Rules of Order Newly Revised