

Constitutional and Procedural By-Laws

Policy Number:

Policy Type: Governance

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1.0 GREATER SUDBURY PUBLIC LIBRARY BOARD

1.1 The Board

The Greater Sudbury Public Library Board, hereafter referred to as the Board, is duly constituted as a corporation and governed by the provisions of the *Public Libraries Act, R.S.O., 1990, Chapter 44, Reg. 976*. In accordance with the Order in Council, effective the 1st day of January 2001, whereby the Corporation of the City of Greater Sudbury was established, the name of the Board shall be the Greater Sudbury Public Library Board.

1.2 Head Office

The Head Office of the Board shall be situated at the Greater Sudbury Public Library Main Library, 74 MacKenzie Street, Sudbury Ontario P3C 4X8.

1.3 Purpose

The purpose of the Board is to provide public library services to the residents of Greater Sudbury as set out in the *Public Libraries Act* as further defined by the Greater Sudbury Public Library (GSPL) Strategic Plan, Board policies, City of Greater Sudbury Council By-laws and Regulations and all other applicable legislation.

1.4 Objectives

The Board shall provide a comprehensive, efficient, accountable and affordable public library service in keeping with its mission and vision to reflect the unique needs of the people of the City of Greater Sudbury.

1.5 Regulations

The constitutional procedures and by-laws contained herein shall be observed for the order and dispatch of business of the Board and its committees and shall regulate the conduct and duties of its members and officers.

1.6 Regulations – Review and Revision

These procedures and by-laws shall be reviewed at a minimum every three years and may also be reviewed/revise at the direction of the Board when required. Any changes or revisions shall require a two-thirds majority of the Board.

2.0 GENERAL PROVISIONS

2.1 Board Membership

The Board shall consist of nine (9) members, duly appointed by the Council of the City of Greater Sudbury (Council), two to three (2-3) of whom will be a representative of Council.

2.2 Eligibility

Under the authority of the *Public Libraries Act*, a person is qualified to be appointed to the Board who:

- a) is at least eighteen (18) years of age
- b) is a Canadian citizen or a permanent resident of Canada within the meaning of the *Immigration and Refugee Protection Act*
- c) is a resident of the City of Greater Sudbury
- d) is not employed by the Board or by the City of Greater Sudbury.

2.3 Term of Office

Under the authority of the *Public Libraries Act*, a member of the Board shall hold office for a term concurrent with the term of Council (4 years) or until a successor is appointed.

2.4 Resignations/Vacancies

Under the authority of the *Public Libraries Act*, where a vacancy arises for any reason, the appointing Council shall promptly appoint a person to fill the vacancy and to hold office for the remainder of the term unless it is less than forty-five (45) days.

2.5 Disqualification

Under the authority of the *Public Libraries Act*, a board member shall be disqualified for any one of the following:

- a) is convicted of an indictable offence
- b) becomes incapacitated
- c) is absent from the meetings of the board for three consecutive months without being authorized by a board resolution
- d) no longer meets the eligibility requirements
- e) otherwise forfeits his/her seat.

3.0 BOARD COMPOSITION AND APPOINTMENTS

3.1 Election of Chairperson and Vice-Chairperson

As stated in the *Public Libraries Act*, the Board shall appoint one of its members as Chairperson and in the absence of the Chairperson, the Board shall appoint one of its members as Acting-Chairperson.

3.2 Chief Executive Officer

The Board shall appoint a Chief Executive Officer (CEO) who shall be its Chief Librarian and who shall hold office until the Board rescinds the appointment or a new appointment is made. The Chief Librarian shall be responsible under the supervision of the Board, for the general conduct and management of the Greater Sudbury Public Library. The Chief Executive Officer shall also be the Secretary of the Board and Treasurer and shall hold those offices until the Board rescinds those appointments or new appointments are made.

3.3 Committees of the Board

The Board may appoint committees at any time to facilitate the business of the Board. The Board may establish standing committees and ad-hoc committees as it sees fit. Committees shall operate within established Terms of Reference that have been approved by the Board. Committees report directly to the Library Board and have no authority other than to draft recommendations or prepare alternatives for the Board's consideration. The Board shall elect a chairperson for any established committees. Meetings of the committees may be called by the chair of the committee or by a majority of the members of the committee.

4.0 DUTIES AND RESPONSIBILITIES OF THE BOARD

4.1 The Board of Directors

The Library Board works within the terms of the *Public Libraries Act R.S.O. 1990*. The Board establishes policies to direct the operations of the Greater Sudbury Public Library in accordance with its purpose and objectives. The Board employs a Chief Executive Officer who in turn administers the Library under the guidance of the Board.

4.2 Duties and Responsibilities of the Board

Responsibilities of the Board are categorized by the following actions:

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| a) Policies | Determine and adopt written policies to govern the operation of the library. |
| b) Strategic Planning | Formulate the strategic goals of the library and approve plans for meeting these goals. Provide feedback on expected outcomes. |
| c) Advocacy | Establish, support and participate in planned programs to meet community needs. |
| d) Funding | Recommend to Council the Library's annual operating budget and capital forecast and seek diversified sources of revenue such as grants and fundraising to support library services. |
| e) Reporting | Ensure accurate public records are kept with appropriate local, provincial and national bodies. Be legally responsible for the Library to Council through sound fiscal management and providing an annual financial audit. Report to governing officials and the general public. Evaluate the performance of the Library on an annual basis. |
| f) CEO Evaluation | Evaluate the CEO's performance annually. Provide feedback and establish mutually agreed upon goals and objectives. |

4.3 Duties of the Chairperson

The Board Chairperson shall:

- a) preside at regular and special meetings of the Board, encourage and facilitate discussion and if possible, achieve consensus prior to putting an issue to a vote
- b) put to a vote all motions which are moved and seconded
- c) preserve order and decide all questions on order subject to appeal to the Board

- d) adjourn meetings when business is concluded
- e) authenticate by signature, all resolutions, correspondence and minutes of the Board
- f) ensure that any vacancies on the Board or its committees are filled expeditiously
- g) act as one of the authorized signing officers of all documents pertaining to Board business
- h) represent the Board at public and private meetings for the purpose of conducting, promoting or completing business of the Board
- i) initiate the process for the CEO's annual performance review
- j) act as spokesperson for the Board.

4.4 Duties of the Vice-Chairperson

The Vice-Chairperson shall preside at regular and special meetings of the Board in the absence of the Board Chairperson and may be assigned responsibilities and duties from time to time by the Board.

4.5 Duties of the Secretary of the Board

The Secretary of the Board shall:

- a) ensure that the Board adopts a schedule of meetings annually
- b) maintain the Board's by-laws, policies, minutes, correspondence, meeting schedules and other official records
- c) advise the Chairperson on meeting procedures
- d) facilitate meeting arrangements
- e) give notice of Board and Committee meetings
- f) provide agenda packages to the Board members for all Board meetings and committee meetings
- g) make annual reports to the Province;
- h) in the absence of the Chairperson and Vice Chairperson, call the meeting to order and conduct the immediate election of an Acting Chairperson
- i) conduct the Board's official correspondence.

4.6 Duties of the Treasurer of the Board

The Treasurer of the Board shall:

- a) receive and account for all monies received and allocated to library operations and services
- 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
- d) disburse funds as required by provincial and federal legislation and the City of Greater Sudbury, by Board resolution and City of Greater Sudbury Agreements
- e) have the other powers and duties that the Board assigns to her/him from time to time.

4.7 Duties of the Chief Executive Officer

The Chief Executive Officer shall:

- i. have general supervision over and direction of the operations of the library and its staff
- ii. meet or discuss matters of concern with the Chairpersons of the Board and appropriate Committees and attend all meetings
- iii. be the Secretary of the Board and be responsible for all matters set out in the *Public Libraries Act* as amended, and by the Board
- iv. develop institutional objectives and policies for consideration and approval of the Board and procedures to carry them out
- v. represent the Board at meetings and conferences and speak on its behalf as required
- vi. designated to act as coordinator for the purposes of the *Municipal Freedom of Information and Protection of Privacy Act, 1990* in conjunction with the City of Greater Sudbury
- vii. assumes the role of spokesperson with statements on behalf of the library as required as it pertains to policy, procedures, plans and decisions of the Board.

5.0 MEETINGS AND PROCEEDINGS

5.1 First Meeting

The first meeting of the Board shall be called by the Chief Executive Officer under the authority of the *Public Libraries Act* to be held in February at the onset of the term. The Chief Executive Officer shall call the meeting to order and conduct the election for the position of Chairperson. Once this appointment has been made, the Chairperson shall preside at the meeting after which the Board shall elect one of its members as Vice-Chairperson. When two or more Board members are vying for a position, voting will be done by ballot.

5.2 Regular Meetings

The Board will hold at least seven (7) regular meetings each year on a monthly basis. Meetings will be held at a regularly mutually agreed upon schedule. Deviations from the schedule require the approval of the Board.

5.3. Special Meetings

The Chairperson or any two members of the Board may call a special meeting of the Board by giving each member sufficient notice in writing, specifying the purpose for which the meeting is being called.

5.4 Regular Meeting Agendas

Agenda packages will be issued in electronic form seven (7) days prior to the scheduled meeting. The package is prepared by the Chairperson of the Board in consultation with the Chief Executive Officer. Any Board member wishing to place an item on the agenda may make a request through the Chairperson or the Chief Executive Officer five (5) days prior to the issuing of the Board package

5.5 Open and Closed Meetings

The *Public Libraries Act* states that all meetings shall be open to the public unless the matter pertains to one of the following:

- a) the security of 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
- e) litigation or potential litigation
- f) advice that is subject to solicitor-client privilege.

5.6 Meeting Procedural Rules

The rules and practice set out in the latest edition of *Robert's Rules of Order* shall govern where ever applicable in all cases not specifically provided in these By-Laws.

5.7 Order of Business

At regular meetings the general order of business shall be as follows:

- a) Call to Order
- b) Roll Call
- c) Disclosure of Pecuniary Interest and General Nature Thereof
- d) Adopting of the Agenda
- e) Approval of the Minutes
- f) Approval of Consent Agenda items
- g) Board Orientation
- h) Presentations
- i) Reports (Chair, CEO, Other)
- j) Items for action
- k) Items for information
- l) Strategic planning
- m) Correspondence
- n) Closed session
- o) Adjournment

The Board may alter or suspend the order of business outlined by a majority vote of the members present.

Consent Agenda items (denoted with the “*” character on the agenda) are considered to be routine and are recommended for approval by the Chair. They may be enacted in one motion or any item may be held for discussion.

A matter which is not on the Agenda as confirmed shall not be considered without the consent of at least two-thirds of the members present.

5.8 Minutes

Minutes of a meeting shall be approved and amended if required at the next meeting.

5.9 Attendance

Members shall notify the Secretary if they are not able to attend the regular meeting. Attendance of members at meetings shall be recorded. Any member absent from three consecutive regular Board meetings without resolution shall be deemed to have resigned, and the Board, by motion shall notify the Council that the seat has become vacant.

If a Board member is out of town and is not able to be physically present, electronic attendance at a Board meeting shall be permitted. Full voting rights shall be allowed only when the Board member participates in the entire discussion on an item. Arrangements to attend a meeting via teleconferencing shall be the responsibility of the Board member and shall be made no later than twenty-four (24) hours prior to the meeting by notifying the Secretary.

In exceptional circumstances, the Board may meet electronically by consensus.

5.10 Quorum

The presence of a majority of the Board is necessary for the transaction of business. Should a quorum not be present within twenty (20) minutes of the appointed meeting time, the meeting shall be adjourned. The Secretary shall record the names of the members in attendance and enter them in the minutes. The members may agree to proceed with the agenda, with the understanding that any decisions taken will be placed before the next meeting for ratification

5.11 Conflict of Interest

Members of the Board shall refrain from discussing and voting on any matter which is of 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.

5.12 In-Camera

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* (See above). A motion to move in-camera will state the general nature of the matter to be considered in the closed session. Minutes of the in-camera session will be taken by the Secretary. If the Secretary is not present, the Chair of the in-camera meeting will appoint someone to take the minutes. The minutes will be marked confidential and issued to the Board for approval and then filed in a secure place by the Secretary of the Board.

5.13 Motions

Every motion shall be read aloud and when unduly moved and seconded, shall be open for discussion.

5.14 Amendments to a Motion

Amendments to a motion shall be put to a vote and decided upon before being put to a vote.

5.15 Voting

In accordance with *Robert’s Rules of Order*, voting is carried out by a show of hands, except when the Board deems it best to vote via ballot, or voice. In the event that a Board member abstains from a motion, the Board member will be deemed to have voted in the negative unless there is a declaration of a conflict of interest. When a Board member abstains from voting due to a conflict of interest, the abstention shall be deemed to be neither an affirmative nor a negative vote. Any motion on which there is a tie shall be deemed to be decided in the negative.

5.16 Signing Officers

Signing Officers of the Board shall be the Chairperson or Vice-Chairperson and the Chief Executive Officer or designate and two signatures shall be affixed to documents as necessary.