

TERMS OF REFERENCE

THOROLD PUBLIC LIBRARY

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Thorold Public Library Board Terms of Reference

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1. General

1.1 The Board

Public Libraries Act

The Thorold 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.

1.2 Purpose

Public Libraries Act

The purpose of the Board is to provide public library services to the residents of Thorold, as set out in the Ontario Public Libraries Act and as further defined by the City of Thorold By-laws and resolutions of Council, and Board policies.

1.3 Objectives

The Board will provide a comprehensive, efficient, accountable and affordable public library service that reflects the unique needs of the residents of Thorold.

1.4 Regulations

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.

1.5 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.

2. Board Composition

2.1 Number of Members

The Thorold Public Library Board shall be composed of 7 members consisting of: one (1) Member of Council, and six (6) members approved by the municipal council from the public at large.

2.2 Appointments

Thorold City Council appoints all members to the Library Board. In making appointments, the Board requests that City Council consider the following criteria when making appointments to the Library Board.

- i) Attendance: That evidence of regular attendance over the previous term be reviewed when making reappointments of current trustees.
- ii) Interest/Knowledge: That current trustees and new applicants have demonstrated interest in and/or knowledge of the Library.
- iii) Geographic Representation: That the trustees represent all of Thorold

iv) Skills/Interests: That the trustees bring a mix of skills and interests to the Board.

2.3 Eligibility/Qualifications

Eligibility is defined in the P.L.A. Section 10

"A person is qualified to be appointed as a member of a board who is a member of the appointing Council or,

a) is at least eighteen years old,

b) is a Canadian citizen, or a permanent resident of Canada within the meaning of the Immigration and Refugee Protection Act (Canada),

c) is (i) in the case of a public library board, a resident of the municipality for which the board is established...

d) is not employed by the board or by the municipality..."

2.4 Term of Appointment

A board member shall hold office for a term concurrent with the term of the appointing council, or until a successor is appointed. There shall be no restriction on the number of terms served by trustees.

2.5 Resignations/Vacancies

P.L.A. Section 12

"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."

2.6 Disqualification

P.L.A. Section 13 and Section 10

"If a board member:

- is convicted of an indictable offence;*
- becomes incapacitated;*
- is absent from the meetings of the board for three consecutive months without being authorized by a board resolution;*
- ceases to be qualified for membership ...*
- otherwise forfeits his or her seat,*
- The member's seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify the appointing council accordingly."*

3. Duties and Responsibilities of the Board

3.1 The Board of Directors

The Library Board works within the Public Libraries Act, R.S.O. 1990. The Board establishes policies to direct the operations of the Thorold 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

those policies. Responsibilities of the Board of Directors are categorized by the following actions:

3.2 Policies

Determine and adopt written policies to govern the operation and programs of the library. Such policies should include those dealing with personnel, public service, materials selection and financial authorities.

3.3 Planning

Formulate the goals of the library and approve plan(s) for meeting these goals. Understand the program needs of the library in relation to the community. 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

Recommend to Council the Library's annual operating budget and capital forecast. Seek diversified sources of revenue, e.g. grants and fundraising, in support of library service enhancements.

3.6 Reporting

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 City Council. Report regularly to governing officials and the general public. Evaluate the performance of the Library annually.

4. Officers of the Board

4.1 Election of Officers

The Board will appoint and /or elect officers from within the Board for the following positions:

- Chairperson
- Vice-Chairperson
- Southern Ontario Library Services Representative
- Signing Authority at Large

Signing authorities for the Board will be the Chairperson, Vice-Chairperson, Secretary-Treasurer (Chief Executive Officer) and the Signing authority at Large.

Elections will be held at the first regular Board meeting of a new term of appointment. The Secretary-Treasurer will act as Chairperson during the elections. When the elections are completed, the current Chairperson will resume the Chair and a motion will be made to recognize the results of the elections. The transfer of office will occur at the close of the regular December Board meeting.

4. 2 Election Process

All contested positions will be elected by secret ballot. Ballots will be prepared and distributed by the Chief Librarian. Ballots will be counted by the Chief Librarian.

The number of votes for each candidate will not be released and ballots will be destroyed. In the event of a tie vote, a second vote by ballot will be held. Successive ballots will occur until the tie is broken.

4. 3 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."

- The Chairperson will be elected for the period of the new term.
- 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 Ad Hoc committees.

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 of the Board may vote on any question before the Board.
- The Chair of the Board, with the assistance of the Chief Librarian, shall provide orientation for the new Board members.

4. 4 Vice-Chair

- The Vice-Chair shall act in the absence of the Chair.
- The Vice-Chair will be elected for the period of the new term.
- 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. 5 Southern Ontario Library Services Representative

- The Southern Ontario Library Services representative will be elected for the term of the Board.
- An alternate to this position will be elected at this time.

Duties and Responsibilities of the Southern Ontario Library Services (SOLS) Representative

- The SOLS Representative will attend scheduled trustee council meetings and present a report from the meeting at the next scheduled Board meeting.

4.6 Signing Authority at large

- The Signing Authority at Large will be elected for the period of the new term.

Duties and Responsibilities of the Signing Authority at Large

- The Signing Authority at Large has the authority to sign Board issued cheques.

4. 7 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)"

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;
- Facilitate meeting arrangements;
- Keep minutes of every Board and Committee meeting;
- Give notice of Board and Committee meetings;
- In the absence of the Chair and Vice Chair, to call the meeting to order and conduct the immediate election of an Acting Chair.

The Secretary or his or her designate will be present at all meetings of the Board and its Committees.

4. 8 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)"

Duties and Responsibilities of the Treasurer of the Board:

- Receive, keep safely and account for all money of the Library;
- Will open bank accounts, deposit money into those accounts; and
- Disburse funds as required by provincial and federal legislation, Town and Library By-laws, and Board resolutions.

4.9 Chief Executive Officer (Chief Librarian)

P.L.A. Section 15 (2)

"A board shall appoint a chief executive officer who shall have general supervision over and direction of the operations of the public library and its staff, shall attend all board meetings and shall have the other powers and duties that the board assigns to him or her from time to time.

5. Committees of the Board

5.1 Duties of Committees

The purpose of committees is to facilitate the business of the board. Committees shall operate within the Terms of Reference established and approved by the Board.

5.2 Types of Committees

The Board will strike committees in its areas of interest. Standing Committees:

- Collective Agreement Negotiations Committee
- Labour/Management Committee
- Evaluation Committee

Ad Hoc Committees

As required, ad hoc committees may be established by motion of the Board to deal with matters before the Board. An ad hoc committee may have any number of members who are interested in the issue at hand. 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.

5.3 Membership

As defined by the Board. The Chair of the Board is ex-officio of Ad Hoc Committees. The Chief Librarian is to be present at all committee meetings unless her/his performance or salary is under discussion.

5.4 Meetings

Meetings of committees may be called by the Chair of the committee or by a majority of the members of a committee.

5.5 Committee Proceedings

The Chief Executive Officer shall be the Secretary of all committees and shall appoint a recording secretary as necessary.

5.6 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. Meetings of the Board

6.1 Meetings

All Board meetings shall be open to the public.

6.2 First Meeting of the Board in a New Term

P.L.A. Section 14

The Chief Executive Officer of the Thorold Public Library Board shall call the first meeting of the Board in a new term.

6.3 Schedule of Meetings

P.L.A. Section 16

In accordance with 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" and at such other times as it considers necessary.

6.4 Special Meetings

Special meetings of the Board may be held at any time at the call of the Chair or any two Members. 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. Special emergency meetings may be called with notice twenty-four hours prior to the meeting. 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

The notice shall be in the form of a written agenda accompanied by its supporting documents. This package is prepared by the Chief Executive Officer, in

consultation with the Board Chair. Any Board member wishing to place an item on the agenda may make a request to do so through the Chair or Chief Executive Officer no later than ten days prior to the meetings. Such requests shall then be considered at the Board's discretion. Minutes of the previous regular meeting and any special meetings shall be provided to the members in the same manner as the agenda.

The package shall be delivered electronically to each Board member, whenever possible, four days prior to the upcoming Board meeting. Upon request, a paper copy of the board package will be delivered to the requesting Board member's designated address. Paper copies of the package will be available at the Board meeting. Lack of receipt of the notice of a regular or special meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum is obtained.

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, and recorded in the minutes.

6.8 Delegations Wishing to Appear Before the Board

Individuals or groups shall advise the Secretary of the Board in writing of their wish to address the Board. Notice must be received seven days before a scheduled Board meeting.

6.9 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. The motion to move in-camera will state the general nature of the matter to be considered in the closed session, e.g. personnel, litigation, real estate. Upon moving out of camera the Board shall "Rise and Report" on motions made in-camera, or "Rise with No Report". 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.

6.10 Quorum

P.L.A. Section 16

At all Board meetings, *"a majority of the Board"* must be present to establish a quorum for regular business. If there is no quorum, the meeting may continue as a discussion but any resolutions must be made at a subsequent Board meeting when a quorum is present.

6.11 Voting

P.L.A. Section 16

Voting is carried out by a show of hands, unless otherwise indicated.

"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."

6.12 Procedure for Meetings

The Chair will preside at all meetings of the Board, maintain order, decide whether motions are in order, and rule on all procedural matters. 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 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. If both the Chair and the Vice-Chair are absent from a Board meeting or are unable to take the chair, the Board will appoint an Acting Chair from among the Members present. The Secretary will conduct the election. While presiding, the Acting Chair will have all the rights, duties and responsibilities of the Chair. The Chief Executive Officer shall designate a recording secretary for meetings.

6.13 Rules of Order

A copy of the most recent edition of Roberts Rules of Order shall be available at all library meetings.

- All decisions will be made on the basis of motions.
- To make a motion, a member must first obtain the floor.
- 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.

6.14 Conduct of the Chair

The Chair will:

- Call the meeting to order;
- Determine the presence of a quorum;
- Announce in proper sequence the business that comes before the Board;
- Maintain a list of Members who have signaled the Chair that they wish to speak or ask questions;
- Recognize Members in the order in which they signaled that they wish to speak or ask questions;
- State and put to a vote all questions that legitimately come before the Board as motions, announcing the outcome;
- Protect the assembly from obviously frivolous or dilatory motions by refusing to recognize them;
- Expedite business;
- Decide all questions of order;
- Respond to inquiries of members relating to parliamentary procedure bearing on the business of the Board;
- Declare the meeting adjourned when the Board so votes.
- Members who have already spoken may speak again only after all other Members have been given the opportunity to speak. A Member may not speak more than twice on an issue without a Board resolution. 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, then 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.

6.15 Conduct of Members

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

A Member will not:

- Use unparliamentary or 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.

P.L.A. Section 16

- The Chair may deny a Member the right to speak on a particular topic if the Member is disruptive or persistently interrupts others.
- The Chair may exclude a Member from the meeting who has been given a warning but continues to disregard the rulings from the Chair, *“...the chair may exclude any person from a meeting for improper conduct.”*

6.16 Conduct of the Public

P.L.A. Section 16

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 unparliamentary or offensive language.
- “...the chair may exclude any person from a meeting for improper conduct.”*

6.17 Teleconference Meetings

Per the *Municipal Emergency Act, 2020*, the Library Board is able to participate in open and closed meetings electronically during emergencies declared by the Province or a local Head of Council. This applies in the event of an emergency being declared by the Premier, Cabinet or the municipal Head of Council under the *Emergency Management and Civil Protection Act*. Once the emergency has ended, regular meeting rules apply.

7. Minutes and Agendas

7.1 Distribution

Board agendas and minutes are public information and will be made available to the public. Copies of all the approved Board and Committee minutes, with the exception of confidential minutes of in-camera sessions which have a prescribed distribution, are retained on file in administration for reference by Members or the public. Copies of all approved Board and Committee minutes will be submitted to

City Council. Minutes of all meetings and motions presented are numbered and indexed, by the Secretary, to facilitate ready reference.

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.

7.3 Committee Minutes

Minutes of Committee meetings are recorded by the appointed recording secretary or a member of the committee as appointed in the Committee's Terms of Reference.

7.4 New Business

At the beginning of any regular meeting the Chair of the Board may announce additional items to be added to the agenda.

8 Review and Amendments to By-Laws

8.1 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 City of Thorold, the provisions of the Public Libraries Act or the City of Thorold By-law shall prevail to the extent of any conflict.

8.2 Review

Revisions to any of the guiding authorities (Public Libraries Act, Roberts Rules of Order, City of Thorold By-laws) will necessitate a review of the Board By-laws.

8.3 Amendments

Amendments to the By-laws require a two-thirds vote by the membership, based on 30 days notification. The By-laws, or amendments to the By-laws are effective at the time of approval by Board motion.