

A By-Law to govern the proceedings of the Board and its Committees. The Board of Vaughan Public Libraries enacts as follows:

1. **DEFINITIONS**

In this By-Law

- 1.1 a) "Act" means the *Public Libraries Act, Statutes of Ontario, 1990, Chapter P.44*, or as amended from time to time.
- b) "Board" means the Board of Vaughan Public Libraries.
- c) "Chair" means the Chair of the Vaughan Public Library Board, unless otherwise indicated.
- d) "Trustee" means a member of the Vaughan Public Library Board.
- e) "CEO" means the Chief Executive Officer of Vaughan Public Libraries.
- f) "Quorum" means a majority of the members of the Board or one of its Committees.
- g) "Libraries" means Vaughan Public Libraries.
- h) "Pecuniary interest" means where a Trustee, or a member of their immediate family has a financial interest in the matter at hand.
- i) Immediate family is defined as: spouse, common-law partner, or any person with whom the person is living as a spouse outside of marriage; parent, including step-parent and legal guardian; child, including step-child and grandchild; siblings and children of siblings; aunt/uncle, niece/nephew, first cousins; in-laws, including mother-father, sister/brother, daughter/son or any person who lives with the Trustee on a permanent basis.

2. **VAUGHAN PUBLIC LIBRARY BOARD**

2.1 **Establishment of the Vaughan Public Library Board**

The Vaughan Public Library Board, originally established by the Town of Vaughan By-Law 3-71 under the *Public Libraries Act, 1966*, is established under the *Public Libraries Act, 1984, c.57.5.2*. In accordance with the Order in Council, effective the 1st day of January 1991, whereby the Corporation of the Town of Vaughan was erected into a city municipality bearing the name of the Corporation of the City of Vaughan, the name of the Board shall be the Vaughan Public Library Board.

2.2 **Purpose of the Board**

The purpose of the Board is to provide public library services to the residents of Vaughan as set out in the *Public Libraries Act* and/or as defined by the Board from time to time.

Public library services shall be provided without purpose of gain for members of the Board, and any profits or other gains to the organization shall be used in promoting the objectives of library service.

The public library shall be under the management and control of the Board. The Board fulfills a governance function by ensuring the corporation has sound policies and vision in place to function in an effective manner.

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2.3 **Board Membership**

The Vaughan Public Library Board shall be comprised of no less than nine (9) members.

Council shall not appoint more of its own members to the Board than the number that is one less than a majority of the Board.

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

- a) is at least 18 years old;
- b) is a Canadian citizen or permanent resident of Canada;
- c) is a resident of Vaughan;
- d) is not employed by the Board or by the City of Vaughan.

2.4 **Disqualification of a Board Member**

A Board member is disqualified and their seat is declared vacant if they:

- a) are convicted of an indictable offence;
- b) become incapacitated;
- c) are absent from the meetings of the Board for three consecutive months without being authorized by a Board resolution;
- d) cease to qualify for membership under clause 2.3;
- e) otherwise forfeits their seat.

2.5 **Terms of Office**

Under authority of the *Public Libraries Act*, a Board member shall hold office for a term concurrent with the term of the Municipal Council (four years), or until a successor is appointed, and may be reappointed for one or more further terms.

2.6 **Vacancies**

Where a vacancy arises in the membership of the 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.

2.7 **First Meeting**

The first meeting of the Board in a new term shall be called by the Chief Executive Officer under authority of the *Public Libraries Act* and of the Town of Vaughan By-Law No. 358-65 (or as amended from time to time).

2.8 **Election of Chair and Vice-Chair**

Under authority of the *Public Libraries Act*, at its first meeting of the new term, the Board shall elect one of its members as Chair who will act for the duration of the term. The Board shall also elect one of its members as Vice-Chair who will also act for the duration of the term. The Secretary-Treasurer shall call the meeting to order and conduct the elections for the positions of Chair and Vice-Chair. The Chair shall assume the Chair for the appointment of Committees.

2.9 **Chief Executive Officer**

The Board shall appoint the Chief Executive Officer who shall have general supervision over and direction of the operations of the Libraries and its staff, shall attend all Board and Committee meetings and shall have all other powers and duties that the Board assigns. The Chief Executive Officer shall also serve as the Secretary-Treasurer of the Board.

The Secretary-Treasurer shall keep minutes of every Board and Committee meeting; conduct the Board's official correspondence; receive and account for all the Board's money; and disburse the money as the Board directs.

2.10 Signing Officers

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

3. GENERAL PROVISIONS

3.1 Rules and Regulations

The rules and regulations contained in this By-Law shall be the rules and regulations for the order and dispatch of business in the Board and in its Committees. The rules and regulations contained herein may be suspended by a two-thirds vote of the members of the Board or Committees present at the meeting.

3.2 Duties of the Chair

It shall be the duty of the Chair to:

- a) Encourage and facilitate discussion and the exchange of views and, if possible, to achieve a consensus prior to putting an issue to a vote;
- b) Manage respectful meetings ensuring compliance with parliamentary procedures.
- c) Authenticate by signature, when necessary, all resolutions, correspondence and minutes of the Board;
- d) Adjourn the meeting when the business is concluded. A curfew of 10:00 p.m. will apply with extension by consent of a two-thirds majority of Trustees present.
- e) Publicly represent the Board in the community as required.
- f) Act as spokesperson for the Board during emergency situations.

3.3 Duties of the Vice-Chair

In the absence of the Chair, the Vice-Chair shall serve as Acting Chair.

3.4 Minutes

- a) Minutes of a meeting shall be approved at the next meeting.
- b) It shall be the duty of the Secretary to deliver to each Trustee, not less than 48 hours prior to a regular meeting, the minutes of the last regular or special meeting.

3.5 Approval of Minutes

As soon as a regular meeting is called to order and the Agenda has been confirmed and the matter of Disclosure of Interest dealt with, the Chair shall ask if there are any objections to the Minutes of previous meetings as referred to in paragraph 3.5 (b), and shall forthwith, or after correction or change, call for a motion to approve the minutes and shall sign them.

3.6 **Deputations**

A deputant wishing to appear before the Board shall so advise the Chief Executive Officer prior to 4:30 p.m. one week before the meeting. The request to appear before the Board shall be in writing and shall state the nature of the matter to be presented and the name of the spokesperson. Forms shall be available at all branches and may be submitted to the Administration Office, and shall also be available on Vaughan Public Libraries' website and may be emailed to the Administration Office. No person other than the designated spokesperson may speak on the matter and for not more than a total of five (5) minutes, except that a deputation consisting of more than five (5) persons may have more than one (1) speaker provided that the total speaking time does not exceed five (5) minutes.

A deputant not on the agenda and not appearing in respect to a matter on the agenda shall not be heard without the consent of at least two-thirds of the trustees present. A deputation in respect to a matter on the agenda shall be heard at the time the matter is considered by the Board. Once discussion in respect of a motion or resolution has commenced, no further presentation shall be made by the deputant or by any person other than a trustee, except at the discretion of the Chair.

Where there is no accompanying staff report, the matter may be referred to a future meeting of the Board and a report may be requested for that meeting.

3.7 **Late Arrival**

If a trustee arrives late at a meeting, any prior discussion shall not be reviewed without the unanimous consent of all trustees.

3.8 **Motions**

- a) Every motion, other than a motion to adjourn or a motion for deferral, shall be read aloud, and when duly moved and seconded, shall be open for discussion. A motion or amendments thereto may not be withdrawn without the consent of the mover and seconder. The Chair may not move or second any motion but may vote on a motion.
- b) Where a motion to adjourn or a motion for deferral has been made, until such motion has been decided there shall be no discussion on the matter proposed to be adjourned or deferred.
- c) If there is a motion on the floor, no motion other than a motion for its amendment shall be taken separately.

3.9 **Amendments to a Motion**

Amendments to a motion shall be put to a vote in the reverse order to that in which they are moved. Every amendment shall be decided or withdrawn before the main motion is put to the vote.

3.10 **Motions Containing Two or More Matters**

When the motion under consideration concerns two or more matters upon the request of any Trustee, the vote upon each matter shall be taken separately.

3.11 **Speaking to a Motion**

No Trustee shall speak more than once to a motion or for longer than five (5) minutes unless approved by a two-thirds vote by a majority of the members present. After a motion is put to a vote by the Chair, no Trustee shall speak to the motion, nor shall any other motion be made until after the result of the vote has been declared.

3.12 Adoption in a Single Motion

One or more report items on a Board or Committee Agenda may be adopted in a single motion. A Trustee may request that an item be debated and that item shall not then be included in the motion to adopt.

3.13 Voting on Motions

- a) Each Trustee present shall announce or indicate his vote upon the motion openly and individually and no vote shall be taken by ballot or any other method of secret voting. In the event a Trustee abstains from voting, the Trustee will be deemed to have voted in the negative unless the Trustee's reason for abstaining is due to the declaration of a conflict of interest. When a Trustee abstains from voting in a conflict of interest situation, the abstention shall be deemed to be neither an affirmative nor a negative vote.
- b) Only Committee members may move and second motions and vote in Committee meetings. All Board members may participate in discussion of matters before the Committee.

3.14 Recorded Vote

- a) When a Trustee requests a recorded vote, all Trustees present at the meeting shall vote in alphabetical order, unless the Trustee has declared a conflict of interest. The name of each Trustee who voted and the manner of voting shall be noted in the minutes.

If a Trustee, at a meeting of the Board where a motion is put to a vote and a recorded vote is taken, does not vote, the Trustee shall be deemed to have voted in the negative unless the Trustee's reason for abstaining is due to a declaration of conflict of interest situation. The abstention shall be deemed to be neither an affirmative nor a negative vote.

- b) Recorded votes shall not be taken at Committee meetings.

3.15 Tie Votes

Any motion on which there is a tie vote shall be deemed to be decided in the negative.

3.16 Referral Back to Staff

A motion to refer a matter back to staff shall include the reasons for the referral.

3.17 Conflict of Interest

Every Trustee shall comply with the *Municipal Conflict of Interest Act*.

- 3.17.1 Pecuniary interest of a Trustee, whether direct or indirect, or any other personal or proprietary interest in any matter that will be decided at a meeting of the Board, creates a conflict of interest for that Trustee.
- 3.17.2 Whenever an issue for consideration by the Board is placed on the Agenda of a future Board meeting, or a Trustee otherwise learns of the possible raising of an issue in which the Trustee would have an interest, the Trustee shall disclose to the Chair (or the Acting Chair) and the Secretary the existence and the nature of the interest so that any document or reports relevant to the issue will not be sent to such Trustee for perusal prior to a Board meeting at which the issue will be discussed.

3.17.3 Whenever the Board is to consider a matter at a meeting, and a Trustee has an interest, that Trustee shall disclose the existence and the nature of the interest to the Chair (or the Acting Chair) and the Secretary. Such Trustee shall not take part in the discussion of, nor vote upon, any motion dealing with this issue. Nor shall the Trustee attempt in any way before, during or after the meeting to influence any decision to be made, or made by the Board, or the implementation of any such decision dealing with the matter.

If the issue is to be considered at an In-Camera meeting, the Trustee shall forthwith leave the meeting and not return until after the resolutions dealing with the issue have been finally decided.

3.17.4 When a Trustee who has an interest in a matter is absent from the meeting at which the matter is considered and, for that reason, does not disclose the interest, the Trustee shall disclose the interest at the next meeting of the Board attended by the Trustee, and shall at all times comply with the applicable parts of Rule 3.19.3.

3.17.5 The existence and nature of every disclosure of interest made at a Board meeting held in public shall be recorded in the minutes of the meeting. If the meeting is held In-Camera, the existence but not the nature of the interest shall be recorded in the minutes of the meeting.

3.17.6 Where the number of Trustee precluded from participation in a Board meeting by reason of conflict of interest would result in the lack of a quorum, then the remaining number of members shall constitute a quorum provided that such number is not less than two.

3.18 **Staff at Board Meeting**

If a trustee wishes a staff member to be present at a Board meeting for clarification of an item, the trustee shall so notify the CEO two days before the day of the meeting.

3.19 **Expulsion for Misconduct**

The Chair of the Board or of the Committee meeting may expel any person for improper conduct at a meeting.

3.20 **Recording Equipment**

The use of recording equipment or devices during a Board or Committee meeting is not permitted unless, at the commencement of the meeting, it is approved by the vote of two-thirds of the trustees of the Board or Committee present at the meeting.

3.21 **Bourinot's Rules of Order**

The rules of debate as outlined in *Bourinot's Rules of Order* shall govern, so far as applicable, in all cases not provided for by this By-Law.

4. **BOARD MEETINGS**

4.1 **Regular Meetings**

Following the first meeting in a new term, regular meetings of the Board shall be held on the third Thursday of each month at 7:00 pm or at such other time as is decided at the previous meeting by a majority of the members present. A Board shall hold at least seven regular meetings in each year. Regular meetings shall not be held in July and August.

4.2 **Special Meetings**

Under authority of the *Public Libraries Act*, special meetings of the Board may be called by the Chair or any two Trustees providing reasonable notice in writing is given to each Trustee specifying the purpose for which the meeting is called. The only business to be dealt with at a special meeting is that which is specified in the notice of the meeting.

4.3 **Calling a Meeting to Order and Quorum**

As soon after the time fixed for the meeting that a quorum is present, the Chair, or in their absence, the Vice Chair, shall call the meeting to order.

4.3.1 The presence of a majority of the Board is necessary for the transaction of business at a meeting.

4.3.2 A quorum shall be designated as one-half the total number of members in a body in the case of an even number of total members; or shall be one-half plus one of the total number of members of a body in the case of an uneven number of total members.

4.3.3 If a quorum is not present one-half hour after the time appointed for a meeting, the Secretary or designate recording the meeting shall record the names of the Trustees present and the meeting shall stand adjourned, unless those Trustees present at that time choose to remain until a quorum is present, at which time the meeting shall proceed.

Alternatively, if all the Trustees present agree not to adjourn the meeting or to wait any longer for a quorum, those Trustees may meet as a Committee of the Whole to deal with the items on the Agenda, but all resolutions enacted by the Committee of the Whole are merely tentative and, before they are implemented, must be confirmed by resolution at a duly constituted meeting of the Board.

4.4 **Absence of the Chair**

In the absence of the Chair, the Vice-Chair shall take the Chair. In the absence of the Chair and the Vice-Chair, the Trustees present shall elect a Chair of the meeting.

4.5 **Attendance at Meetings**

Attendance of members shall be noted and recorded by the Secretary.

Trustees unable to attend a meeting should notify the Secretary at least one day prior to the meeting.

4.6 **Preparation of Agenda**

The Chair and Secretary shall be responsible for the preparation of the Agenda and any Trustee wishing to place an item on the Agenda may do so by making a request to the Secretary at least seven working days prior to the meeting. The Secretary shall deliver the Agenda to Trustees at least two days in advance of the meeting.

4.7 **Order of Business**

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

- a) VPL Land Acknowledgement
- b) Confirmation of the Agenda
- c) Disclosure of Interest
- d) Adoption or Correction of Minutes
- e) Presentations or Deputations

- f) Communications
- g) Reports
- h) New Business
- j) Upcoming Events and Meetings
- k) Motion to Adjourn

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

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

5. **COMMITTEE OF THE WHOLE MEETINGS**

5.1 **Committee Meetings of the Whole**

Committee Meetings of the Whole shall be held when a majority of the Trustees present request it. In general, the Committee of the Whole shall meet when the Board decides that matters under consideration cannot be referred to a committee and it is desirable to consider a subject with all the freedom of an ordinary committee.

5.2 **Committee Procedure**

The rules governing the procedure and conduct of the Board shall be observed in Committee, except that:

- a) Recorded votes shall not be taken;
- b) There shall be no restriction on the number of times that members may speak to a motion unless a motion to put forward the question has been carried;
- c) No Trustee shall speak more than once, except to give an explanation, until every Trustee who desires to speak has spoken.

The same guidelines shall apply to all other Committees of the Board.

6. **STANDING COMMITTEES OF THE BOARD**

6.1 **Standing Committees**

At the first meeting of a new term or calendar year, the Board shall elect the Chair and appoint members to each of the Committees of the Board.

6.2 **Composition of Committees**

Each Committee shall be comprised of at least three members of the Board and, in addition, the Chair of the Board shall be a member *ex-officio* and shall participate and vote as any other member. The CEO or designate shall attend all Committee meetings.

6.3 **Terms of Reference**

The Standing Committees operate within and make recommendation to the Board concerning those matters within their Terms of Reference. The Chair of the Board may direct that any matter normally under the purview of a Standing Committee be considered by the Board. This shall not prevent the Committee from considering the matter.

6.4 Meetings

Meetings may be summoned by the Chair of the Standing Committee or by any two members of the Committee. Reasonable notice should be given to each member of the Committee specifying the purpose of the meeting.

6.5 Quorum

A quorum shall be designated as one-half the total number of members in a body in the case of an even number of total members; or shall be one-half plus one of the total number of members of a body in the case of an uneven number of total members.

6.6 Minutes

Minutes of the Committee meeting shall be approved at the subsequent meeting and presented to the Board at its next regular meeting.

6.7 Personnel & Policy Committee

The Personnel & Policy Committee shall be responsible for the:

- a) Ongoing review of existing policies as needed and the general review of all policies at the beginning of each new term of the Board;
- b) Discussion and revision of drafts of new policies;
- c) Review of revisions to the Collective Agreement;

and presentation of related reports and recommendations to the Board.

6.8 Budget & Finance Committee

The Budget & Finance Committee shall be responsible for the:

- a) Review of annual budget estimates;
- b) Review of the annual auditor's report;
- c) Review of quarterly statements of revenue and expenditures;

and presentation of related reports and recommendations to the Board.

7. AD HOC SPECIAL COMMITTEES

7.1 Various *Ad Hoc* Committees may be established by motion of the Board to deal with special matters before the Board. The Board shall appoint the Committee members. A Committee may have any number of members. Suggestions for membership shall be sought from Trustees at regular or special meetings.

7.2 At the first meeting of each Committee within the term of the Board, a Chair shall be elected from the Committee members appointed. The Chair may appoint the Chair of each Committee if requested by the Committee.

7.3 The C.E.O. or designate shall be the secretary of all *Ad Hoc* Committees and shall do all those things necessary to further the work of the Committees.

7.4 The Chair or, in the Chair's absence, another member of the Committee shall report to the Board as required.

7.5 Upon completion of its assignment, an *Ad Hoc* Committee shall be discharged by motion of the Board.

8. **IN-CAMERA MEETINGS**

8.1 Under authority of the *Public Libraries Act* and the *Municipal Act*, all the meetings of the Board and its Committees shall be open to the public if any decision is being made or recommendation being considered and no person shall be excluded from a meeting except for improper conduct.

8.2 Any meeting or portion of a meeting of the Board or Committee may be closed to the public if the subject matter being considered relates to:

- 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 affecting the Board.
- f) advice that is subject to solicitor-client privilege;
- g) a matter covered by closed meetings under another Act;
- h) a Freedom of Information and Protection of Privacy Act request.

8.3 If a meeting is closed to the public, the Secretary of the Board shall record in the minutes of the next regular meeting the holding of the closed meeting and the matter in Section 8.2 being considered which resulted in the closed meeting.

8.4 A motion to move *In-Camera* must be moved, seconded and approved by majority vote. Motions to move *In-Camera* are not debatable. At the conclusion of the *In-Camera* meeting, a motion must be moved, seconded and approved by a majority vote to return to public session and a motion to confirm motions approved *In-Camera* shall be passed.

8.5 The Secretary-Treasurer shall keep the minutes of every *In-Camera* Board and Committee meeting. Such minutes are not for public viewing, but are to be kept separately from public minutes.