

Category: Governance GOV-01
Policy Name: **Board Governance**
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Governance By-Laws

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By-Law - 1: Statement of Authority

The Lake of Bays Township Public Library is a corporation under the management and control of a board known as The Corporation of the Township of Lake of Bays Public Library Board, which is operating under the authority of the *Public Libraries Act, 1990, P44, S3.*, in accordance with the provisions of the Act and of the Regulations made under the Act and established by the Corporation of the Township of Lake of Bays.

Address:

1014 Dwight Beach Rd, Dwight, ON P0A 1H0

By-Law - 2 Purpose of the Board

The purpose of the Lake of Bays Township Public Library Board (the Board) is to govern the affairs of the public libraries in the service of our community.

The Board oversees the development of a comprehensive and efficient public library system by:

1. Expressing the library's values, vision, mission and priorities as articulated through a periodic strategic planning statement;
2. Representing the interests of the community in the management of the library;
3. Setting robust policies dealing with governance, administration, service and operations of the library;
4. Hiring quality staff in senior positions, managing them effectively and ensuring effective succession;
5. Planning for future library development;
6. Securing and managing financial resources to achieve planned results;
7. Advocating for the libraries to the community and Council;
8. Ensuring and enabling accountability through evaluating organization

performance, evaluating results achieved, and ensuring probity and effectiveness in management of financial resources;

9. Ensuring Board effectiveness through member recruitment and development and regular assessment of Board performance.

By-Law - 3 Composition of the Board

1. The Board consists of seven to nine non-Council members, together with one Council Member and one Alternate appointed by the Township Council.
2. Members are appointed under the authority of the *Public Libraries Act* and operate under its provisions.
3. A Member of the Board will hold office for the term of the Township Council or until a successor is appointed. They may also be reappointed for more than one term.
4. The Township Clerk will give public notice of vacancies on the Board, inviting applications through advertisement in print and/or electronic media.

By-Law - 4 Qualifications of a Board Member

To qualify to be a trustee a person must be:

1. at least eighteen years old
2. is a Canadian citizen or a permanent resident of Canada within the meaning of the *Immigration and Refugee Protection Act* (Canada);
3. a full-time or seasonal resident of the municipality of the Township of Lake of Bays
4. not employed by the Board, the Municipality nor by the District of Muskoka

Other qualifications of a Trustee:

1. Interest in the community, in the library, and in the library's importance as an integral part of the community.

2. A readiness to volunteer time and effort to carry out their duties.
3. An awareness of the social and economic conditions of the community and its disparate groups.
4. An ability to work well with other trustees, staff, and the public served by the library.
5. An open mind, intellectual curiosity, and a respect for the opinions of others.
6. Ability to establish policies for the successful operation of the library and impartial service to all its patrons.
7. Initiative and courage to plan creatively, carry out plans effectively, and withstand pressures and prejudices.

By-Law- 5 Orientation of Members of the Board

The CEO will ensure that all new Board members, early in their appointment, receive an introduction to the library, its facilities, staff, services, and policies.

By-Law - 6 Officers of the Board and Terms of Reference

Board Chair Terms of Reference

1. In accordance with the ***Public Libraries Act***, R.S.O. 1990, c. P44 section. 14 (3), a board shall elect one of its members as chair at its first meeting in a new term.
2. The term of office for the chair of the Lake of Bays Township Public Library shall be for the term of the library board.
3. The chair leads the library board, acts as an official representative of the library, ensures the proper functioning of the board and the proper conduct of board business, in accordance with appropriate legislation and pre-scribed rules of procedure adopted by the board.

4. The chair will:
 - a) preside at regular and special meetings of the library board
 - b) set the agenda in consultation with the Library CEO
 - c) ensure that business is dealt with expeditiously and help the library board work as a team
 - d) in accordance with ***Public Libraries Act***, section 16(6), vote on all questions
 - e) co-ordinate the CEO evaluation process
 - f) share with the CEO the responsibility for conducting board orientation
 - g) co-ordinate the library board's evaluation process
 - h) represent the library board, alone or with other members of the library board, at any public or private meetings for the purpose of conducting, promoting, or completing the business of the library board
 - i) not commit the library board to any course of action in the absence of the specific authority of the library board

Vice-Chair Terms of Reference

1. The election of vice-chair shall take place at the first meeting for the term of the library board.
2. In the absence of the board chair, the vice-chair will perform the duties of the chair, including presiding at library board meetings.

Treasurer Terms of Reference

1. As permitted by the ***Public Libraries Act***, section 15(5), the Chief Executive Officer of the Lake of Bays Township Public Library shall serve as the treasurer of the library board.
2. The treasurer shall monitor the financial activities of the library and shall ensure that complete and accurate records are kept in accordance with generally accepted accounting practices.
3. In accordance with the ***Public Libraries Act***, s. 14(4), the treasurer will:
 - a) receive and account for all the library board's money
 - b) open an account or accounts in the name of the library board in a chartered bank, trust company or credit union approved by the board
 - c) deposit all money received on the library board's behalf to the credit of that account or accounts

- d) disburse the money as the library board directs
- 4. The treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the library board.
- 5. The treasurer will provide the library board with a report of all financial transactions and of the financial position of the library, monthly or as otherwise required.

Secretary Terms of Reference

- 1. The Board will appoint a Recording Secretary whose duties include keeping and transcribing the minutes at the Board meetings.

By-Law – 6a Signing Authority of the Board

- 1. The Chairperson is empowered to sign legally binding documents on behalf of the Board as are the Vice-Chair and Board Secretary in that order of precedence.
- 2. For the majority of administrative matters, including grant applications, signing authority rests with the Chief Executive Officer.

By-Law -7 Chief Executive Officer Terms of Reference

- 1. In accordance with the ***Public Libraries Act***, section 15(2), the library board appoints the chief executive officer who shall attend all board meetings.
- 2. The library board delegates the authority for management and operations of services to the chief executive officer.
- 3. As a **non-voting** officer of the library board, the CEO:
 - a) does not vote on board business
 - b) sits ex-officio on any committees of the library board and acts as a resource person
 - c) assists and supports the library board at the presentation of the library budget before the council
 - d) reports directly to the library board on the affairs of the library and makes recommendations he/she considers necessary

- e) interprets and communicates the board's decisions to the staff

By-Law - 8 Meetings

1. The Board shall hold a minimum of 7 meetings per year.
2. A meeting of the Board may be called by the Chairperson or any two members of the Board for a special meeting of the Board. Twenty-four hours notice will be given to every member.
3. A quorum will consist of 50% plus one voting member, being a majority. No vote is to be taken without a quorum
4. In the absence of a quorum, or in an emergency, a decision may be reached by telephone or e-mail poll and ratified at the next Board meeting,
5. The Chairperson, or in their absence, the Vice Chairperson or another person appointed by the Board, will preside at the meetings.
6. The CEO, or designate, will be in attendance at all regular meetings.
7. The agenda for each Board meeting will be prepared by the Chairperson. A Board member may notify the Chairperson if they wish to include an item for the agenda.
8. All meetings shall be open to the public. An exception may be made for issues of legal, sensitive financial, or human resources matters.

By-Law - 9 Board Responsibilities

1. It is not the responsibility of the Board to manage the Library, but to see that it is managed.
2. The Board bears responsibility for the Library. The Township's liability insurance covers Board members, staff and the public.

3. The Board reviews Library policies periodically. The Board will assess its policy priorities regularly. The CEO will assess all policies at least once per term and recommend priorities to the Board for revision or addition.
4. The Board hires, disciplines, and if necessary, dismisses the CEO.
5. The Board approves the budget for recommendation to Council.
6. The Board approves staff salary scales, grading and rates of pay.
7. The Board approves submission of all reports requested or required by Municipal Council or the Government of Ontario.
8. In order to know the needs of the Library in relation to the community, the Board will prepare a Strategic Plan and review it annually.
9. The Board will establish, support and participate in planned public relations programs in conjunction with the CEO.
10. Board representatives will support the annual budget once it is approved for presentation to Council. Board members will attend critical Council meetings, prepared to advocate for adequate funds for their Library services.
11. The members will become familiar with the Public Libraries Act, RSO. 1990.
12. Members will attend, if possible, Provincial Trustee meetings and will make sure that the Library staff is also able to join and attend meetings of Library organizations. The Board will ensure money is included in the budget for such expenses.

By-Law -10 Proceedings

1. Meetings will be called to order punctually.
2. The format of meeting agendas will be determined by the Chairperson.

3. The agenda for each meeting will be approved by the Board as the first item of business.
4. It will be the duty of the Chairperson to:
 - receive and submit, in the proper manner, all motions presented by Members
 - put to vote all motions which are moved and seconded in the course of proceedings and to announce the results
 - authenticate, by signing, all by-laws, resolutions and minutes of the Board.
5. The Chairperson will ensure that meetings are held in a spirit of open, frank, respectful discussion and co-operation.
6. The Chairperson will endeavour to maintain decorum.

By-Law-11 Motions

1. A motion must be seconded before it can be debated, put to vote, or recorded in the minutes.
2. The Chairperson may vote with the other members of the Board upon all items.
3. Any question on which there is an equality of votes, for and against, will be deemed to be a negative vote.
4. A motion containing future proposals may be divided with agreement of the Board.
5. A separate vote will be taken upon each proposal contained in a divided question with the approval of the Board.
6. Voting will normally be by a show of hands.
7. Upon the request of a member who was present when the question was stated, a recorded vote will be taken.

By-Law-12 Committees of the Board

The Board may establish committees to address specific issues as needed.

The Board will be responsible for establishing Terms of Reference and specific duties for each of these committees.

The purpose of the committees is to facilitate and expedite the business of the Board. The committees review all materials referred to them by the Board and prepare reports and recommendations to be presented to the Board.

By-Law-13 Financial Year

The Financial year of Lake of Bays Township Public Library Board will terminate on the 31st day of December in each year.

By-Law-14 Reimbursement of Expenses

The Board will, upon submission of receipts, reimburse its Members for proper traveling and other expenses incurred in carrying out their assigned duties as members of the Board.

By-Law-15 Audit

1. The accounts of the Board will be audited by auditors appointed by the Township at the conclusion of each financial year, and at such other time as the Board will direct.
2. The Chair will receive copies of the Library's audited financial statement from the Township, distribute a copy to each Board member and file two copies with the Library's official records.
3. The Board will receive the audited statement by resolution.

By-Law-16 Disqualification

A Board Member's seat becomes vacant and the remaining Members will forthwith declare the seat vacant if a member:

1. is convicted of an indictable offence,
2. becomes incapacitated,
3. is absent from the meetings of the Board for three consecutive meetings without notice and valid reason.
4. ceases to be qualified for membership under clause 10(1)(c,d) Public Libraries Act or section 1.5 herein.

The Board will notify Council accordingly.

By-Law-17 Amendments to the Governance By-laws

1. The Board is to review the Governance By-Laws from time to time.
2. Amendments to these By-laws may be initiated by a member with the delivery of notice in writing to the Board which will then be brought forward to the next meeting. Amendments will require a two-thirds majority vote to carry.

Signature of the Chairperson _____

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