

PROCEDURAL BY-LAWS, CAMBRIDGE PUBLIC LIBRARY BOARD

The Cambridge Public Library Board (hereinafter called the “Board”) is a corporation appointed by the City of Cambridge under and acting in accordance with the *Public Libraries Act*, Revised Statutes of Ontario, 1990 Chapter P.44 (hereinafter called the “Act”) including any amendments made to the *Act*.

The rules and regulations contained in this By-Law shall be used as the guidelines for the order and dispatch of business by the Board and its Committees.

1. General

1.1 Purpose

The Board’s purpose is to provide the community of Cambridge with comprehensive, efficient public library and gallery services reflecting the diversity and depth of the Cambridge community.

1.2 Powers and Responsibilities

The Board’s powers and responsibilities are as follows:

- Establish policies that govern the operations of the library and gallery
- Appoint a Chief Executive Officer (hereinafter called the “CEO”) who will have general supervision over and direction of the operations of the library, gallery and staff
- Develop, approve and monitor all short and long range plans of the library and gallery including strategies of implementation
- Monitor the finances of the library and gallery to ensure ethical and sound financial operations
- Assess relevant information regarding library and gallery service for the community
- Endorse service priorities and advocate for appropriate funding to achieve service priorities
- Advocate to gain support and approval for library and gallery services in the community
- Cultivate positive partnerships with community leaders
- Conduct annual performance appraisals for the CEO

1.3 Remuneration

Board members will be reimbursed for travel and other expenses incurred while conducting Board approved business. A cheque request including receipts for all expenses should be submitted to the Chair for approval and to the CEO for reimbursement.

2. Board Composition

2.1 Size and Composition

The Board shall consist of 9 members, comprised of one member of Council and eight citizen appointees.

2.2 Appointments

Cambridge City Council appoints all members to the Board. The Board can recommend appointees that have applied to serve on the Board and may conduct interviews with applicants to discern the skill set they bring to the position.

2.3 Qualifications

Citizen appointees must meet the qualifications as outlined in section 10 of the *Act*.

- Minimum of eighteen years old
- A Canadian citizen or a permanent resident of Canada
- Resident of the municipality (see Act for specifics)
- Is not employed by the library, municipality or county

2.4 Term

Board members shall hold office for a term concurrent with the term of Council or until a successor is appointed in the result of a resignation.

2.5 Reappointment

Board members can be reappointed for one further term, concurrent with the Council term to a maximum of two (2) terms.

2.6 Resignations and Vacancies

Resignations must be forwarded in writing to the Chair. If a resignation or vacancy arises, Council shall appoint a person to fill the vacancy and to hold office for the unexpired term with the exception of a term with less than 45 days remaining.

2.7 Disqualification

Attendance of members at meetings shall be noted and recorded. Members who are absent for three consecutive meetings

without authorization by Board resolution shall be deemed to have vacated their seats on the Board. A new appointment shall be requested from Council.

2.8 Code of Conduct

Board members are required to comply with the *Code of Conduct For Local Boards And Advisory Committees of the City of Cambridge*. Should a member breach any part of the *Code of Conduct*, the Integrity Commissioner will be called upon to investigate and review the matter.

3. Officers of the Board

3.1 The Officers of the Board shall be the Chair, Vice-chair(s), Fundraising Chair (optional) and the Secretary-Treasurer. The Chief Executive Officer, appointed by the Board, shall also be the Secretary-Treasurer, and shall carry the title of the CEO of the Cambridge Public Library, the CEO of the Cambridge Public Library Board carrying on business as Idea Exchange, or the CEO of the Cambridge Public Library Board carrying on business as Cambridge Art Galleries as appropriate.

3.2 At the first or inaugural meeting of the Board in a new term, or upon appointment of a new Board, whichever is later, the Board shall select from amongst its Members, a Chair, Vice-chair(s), and Fundraising Chair (optional), for a four year period ending in December of the fourth year consistent with Council as per the *Act*.

3.3 The Chair shall:

- (a) Preside at the meetings of the Board;
- (b) Set the agenda for all meetings of the Board in consultation with the CEO;
- (c) Conduct Board meetings in accordance with the *Public Libraries Act* and other relevant legislation within the rules of procedure adopted by the Board;
- (d) In the event that a decision must be made without specific authority of the Board, inform the Board of the decision and the reason(s) necessitating it at the next regular Board meeting;
- (e) Serve as an ex-officio member of all Board committees;
- (f) Act as one of the authorized signing officers of all documents pertaining to Board business;
- (g) Represent the Board at public or private meetings for the purpose of conducting, promoting or completing the business of the Board; and
- (h) Advise the Vice Chair(s) if, for any reason, the Chair is temporarily unable to perform these functions.
- (i) Act as the spokesperson of the Board. Board members expressing individual comments of personal opinions should clearly identify such remarks as personal and not those of the Board as a whole. Board members interaction with the public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.

3.4 The Vice-chair(s) shall:

- (a) In the absence of the Chair, be vested with all the powers and perform all the duties of the Chair;
- (b) Be assigned by the Board other powers and duties from time to time.

3.5 The Fundraising Chair shall lead and direct the Board's fundraising meetings, activities and volunteers engaged in fundraising as required. This position reports to the Chair of the Board.

3.6 The CEO shall act as Treasurer or shall designate someone to act as Treasurer who shall:

- (a) Keep financial accounts of the organization;
- (b) Prepare and present quarterly reports of receipts and expenditures;
- (c) Prepare the annual financial report and budgets for Board approval;
- (d) Transmit to Members of the Board copies of the annual report of the auditor;
- (e) Authorize payment of accounts and salaries within the amount approved under the budget, or by resolution of the Board;
- (f) Receive and account for all the Board's money;
- (g) Open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board;
- (h) Deposit all money received on the Board's behalf to the credit of that account or accounts;

The CEO shall have general supervision over, and direction of the operations of the library, gallery and its staff, and shall have the other powers and duties that the Board assigns to him or her from time to time.

The CEO shall be responsible for hiring personnel, arranging or rearranging the duties of all employees, and may suspend or dismiss any employee of the library and gallery.

The CEO shall act as the Secretary to the Board or shall designate someone to act as secretary who shall:

- (a) Notify Members of the meetings of the Board;
- (b) Keep minutes of every meeting of the Board;
- (c) Attend all Board meetings as its Secretary; and
- (d) Conduct the Board's official correspondence.

3.7 Signing Authority

Signing officers of the Board shall be the Chair, the Vice-chair(s) and the CEO and the signatures of any two as follows shall be affixed to documents as necessary:

- One of the Chair or Vice-chair(s) and,
- The CEO.

4. Board Meeting Structure

4.1 Meetings

In keeping with the *Act*, all meetings of the Board, including any regular, special, committee or other meeting, shall be open to the public subject to Section 4.11 of this by-law, and no person shall be excluded from a public meeting except for improper conduct.

4.2 Inaugural Meeting of a New Term

Upon receipt of appointment confirmations from the City Clerk, the first meeting of the new term will be called by the CEO under the authority of the *Act*, Section 14, Subsection 1 and 2. The CEO will call the meeting order and conduct the elections for the Chair, Vice-chair(s) and Fundraising Chair (optional) positions. Once the Chair and Vice-chair(s) are elected for their terms, the Chair will preside over the remainder of the meeting.

4.3 Regular Meetings

The Board will hold regular meetings once a month for at least seven (7) months of the year as required by the *Act*, or more frequently at the direction of the Board, and shall be held at the place and time as may be designated by the Board. Meeting dates and times may be changed with agreement from a majority of the Board.

4.4 Meeting Notifications

The CEO, in consultation with the Chair, will prepare the meeting agenda. The meeting package containing a meeting agenda, minutes from the previous month's meeting and support documentation for the agenda items will be delivered to board members a minimum of four days prior to meetings.

Any member wishing to place an item on the agenda should submit their request to the CEO or Chair a minimum of ten (10) days prior to the meeting. Requests will be at the discretion of the Chair.

4.5 Attendance

Board member attendance is recorded by the Secretary. Members should notify the CEO if they are unable to attend a meeting. Per the *Act*, absence from three consecutive meetings without authorization by Board resolution will result in the member being disqualified and the seat declared vacant at which time the City Clerk will be notified.

4.6 Quorum

A quorum shall be a majority of Members according to the *Act*. The Chair can call the meeting to order as soon as quorum is achieved.

If quorum is not present thirty minutes after the appointed time, the Secretary will record the Members present and the Chair has the option of:

- declaring the meeting adjourned
 - or calling the meeting to order to satisfy by-law requirements that the meeting was held then declaring no quorum and adjourning the meeting
- If all members present agree to not adjourn the meeting, the meeting may continue; however, no motion may be made or passed.

When quorum is not present, the agenda cannot be moved to a Closed, In-Camera meeting.

4.7 Conflict of Interest Disclosure

The Members shall be governed by the *Municipal Conflict of Interest Act, (MCI Act)*, as amended from time to time, and the agenda shall include a provision for Members to declare any interest in accordance with the *MCI Act*.

4.8 Order of Business

The order of business at the regular Board meetings shall be as determined by the Board.

4.9 Delegations

Residents and community association representatives may attend and address the Board as a delegation at any Regular meeting. Delegations wishing to address the Board of the Cambridge Public Library must advise the CEO in writing of their intent at least four (4) days prior to the Board meeting date.

Persons who have not pre-registered may still be heard. Their request is subject to a vote of the Board at the meeting in question, and at the time set aside for delegations.

Unless the Board otherwise declares, no person shall be permitted to address the meeting for more than five (5) minutes or fifteen (15) minutes for groups of three or more. The Board has the right to limit the number of delegations presenting at any given meeting.

Upon the completion of a presentation to the Board by a delegation, any discourse between Members of the Board and the delegation shall be limited to Members asking questions for clarification and obtaining additional, relevant information only. Any discussion or motions arising from the delegation will be made at the appropriate time in the agenda or at a future meeting.

No Delegation shall:

- (a) Speak disrespectfully of any person;
- (b) Use offensive words or un-parliamentary language;
- (c) Speak on any subject other than the subject for which they have received approval to address the Board; or
- (d) Disobey the rules of procedure or a decision of the Chair.

The Chair may curtail any delegation, any questions of a delegation or any other breach of the Delegations at the Board Meetings Policy and, where the Chair rules that the delegation is concluded, the person or persons shall immediately withdraw.

Any written or verbal submissions made before the Board of the Cambridge Public Library will form part of the public record and the names of persons appearing at Delegations will appear in the minutes of the meeting that will be posted online.

4.10 Public Conduct

Members of the public will follow the Idea Exchange Code of Conduct and will not engage in any action that disturbs the meeting including:

- The making of any noise or disturbance that prevents members from being able to participate in a meeting;
- Addressing the Board without a prior appointment, or without Board permission at a meeting;
- The use of offensive language;

The Chair may expel any person for improper conduct at a meeting as per the *Public Libraries Act*.

4.11 In Camera Meetings

The Board may, by resolution, close a meeting or part of a meeting to members of the public in accordance with the relevant provisions of the *Act* 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;
- (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) A matter in respect of which the Board may hold a closed meeting under another *Act*.

Notwithstanding the above, a meeting or part of a meeting shall be closed to the public if the subject matter to be considered cannot be publicly disclosed pursuant to the *Municipal Freedom of Information and Protection of Privacy Act*.

A resolution to close a meeting or part of a meeting to members of the public shall be considered in public prior to any closed meeting taking place and shall state the fact of holding the closed meeting and the general nature of the matter to be considered in the closed meeting.

Minutes of all or part of a meeting which is closed shall be retained in confidence by the CEO and such minutes shall not be open to inspection by any member of the public. Any and all information obtained at a closed meeting shall be treated as confidential by any and all persons in attendance.

4.12 Special Meetings

Per the *Act*, the Chair or any two Board members may call a Special Meeting at any time with a minimum of forty-eight hours' notice. The purpose of the meeting must be clearly stated in the notice and no other business will be transacted at this meeting.

Quorum must be achieved for the meeting to proceed. Lack of receipt of notice for a Special Meeting shall not affect the validity of holding the meeting or any action taken provided quorum is achieved.

4.13 Electronic Participation in Meetings

"Electronic Meeting" means a meeting called and held in full or in part via electronic means (including but not limited to, audio teleconference, video teleconference, or via means of the internet) and with or without in person attendance.

A Board member who is participating electronically in a meeting may be counted in determining whether or not a quorum of members is present at any point in time.

Electronic participation shall be allowed at any meetings of the Cambridge Public Library Board. A member of the Board can participate electronically in a meeting that is closed to the public.

4.14 Ad Hoc Committees

Various temporary Ad Hoc Committees may be established by Board motion to deal with specific matters or concerns brought before the Board. Membership will be sought at regular or special meetings.

A Chair for the Ad Hoc Committee shall be elected from the committee members at the first meeting. The committee Chair or the Chair's designate shall report to the Board during regular meetings.

The CEO or designate shall be the secretary at all Ad Hoc committees and shall conduct the support work required.

The Ad Hoc Committee shall be discharged by Board motion upon completion of the assignment.

4.15 Standing Committees

The Board may establish standing committees and shall set forth the scope of work of the committees and such other provisions as the Board shall deem proper.

Standing committees shall report their work to the Board as required under the scope of work.

Adopted: June 28, 2017 (Board Motion 17.46)

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