



Kingston Frontenac Public Library Board By-laws

1. First Meeting of the Kingston Frontenac Public Library Board

- 1.1 The Chief Librarian / CEO shall call a meeting of the Kingston Frontenac Public Library Board [the “Board”], within one month of the appointment of a new Board in each term and on written notice to all persons appointed as Board members, as per the *Public Libraries Act*, RSO 1990, c. P.44, s. 14(1) [the “PLA”].

2. Elections for Officers of the Board

- 2.1 At the first meeting of the new term, the Chief Librarian / CEO shall call the meeting to order and read the names of the members appointed to the Board.
- 2.2 The Chair and the Vice-Chair shall be elected by the Board at its first meeting in the new term and then at the first meeting in each year of its term. *PLA*, s. 14(3)]
- 2.3 The Chief Librarian / CEO shall act as chair *pro tem* during the election for the position of Chair.
- 2.4 Nominations for Chair shall be made, with no seconder required. Nominations shall be closed by motion made and seconded. If only one person has been nominated, that person shall be declared elected. If more than one person has been nominated, the Chair shall be elected by secret ballot. The member receiving 50% plus one of the votes cast shall be declared elected as Chair by the Chief Librarian / CEO but the vote count shall not be disclosed. Should no member receive 50% plus one of the votes, the Chief Librarian / CEO shall declare this and balloting shall proceed until a Chair is elected.
- 2.5 Following election, the Chair shall chair the meeting and call for nominations for Vice-Chair. If the Chair is not present, the Chief Librarian / CEO shall call for nominations for Vice-Chair. The election of Vice-Chair shall be conducted in the same manner as that for Chair.
- 2.6 If neither the Chair nor the Vice-Chair are in attendance at a meeting, members of the Board shall, by motion, appoint one of their own members to be Chair *pro tem*. [*PLA*, s. 14(4)]

- 2.7 In the event that the office of Chair becomes vacant, the Vice-Chair shall assume the office for the unexpired term. In the event the office of Vice-Chair becomes vacant, a new Vice-Chair shall be elected in the same manner as outlined above.
- 2.8 The Chair and Vice-Chair shall hold office for the duration of a one-year term or until their successors are elected.

3. Meeting Frequency

- 3.1 Regular meetings shall be held once per month for at least ten (10) months each year. The Board shall hold at least seven regular meetings in each year. [*PLA*, s. 16(1)]
- 3.2 The newly appointed Board shall decide the normal date, time and location for meetings, subject to change by a majority vote.
- 3.3 Special meetings of the Board may be called by the Chair or any two members by giving each member reasonable notice in writing, specifying the purpose for which the meetings is called. [*PLA*, s. 16(2)]

4. Notification of Meetings

- 4.1 The Chair shall give notice of each regular and special meeting to the members and to the Chief Librarian / CEO. The notice shall be accompanied by the agenda and any other matter to be brought before the meeting. The Chair and Chief Librarian/CEO shall be responsible for the preparation of the agenda. Any member wishing to place an item on the agenda may do so by making a request to the Chair or Chief Librarian / CEO at least 9 days prior to the meeting.
- 4.2 Minutes of the previous regular meeting and any special meetings, a written agenda, and reports relevant to the meeting shall be prepared and available no later than 8 days preceding the day of the regular meeting.
- 4.3 Notice of meetings shall be posted on the Kingston Frontenac Public Library website.
- 4.4 A person's 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 thereafter so long as a quorum is obtained at the meeting.

5. Open Meetings

- 5.1 In this section, "meeting" means any regular, special, committee or other meeting of the Board. "Committee" means any advisory or other committee, subcommittee or similar entity of which 50% of the members are also members of the Board. [*PLA*, s. 16.1(1)]

- 5.2 All Board meetings shall be open to the public, in accordance with the *PLA*, except the Board may vote to hold a portion of its meeting closed to the public, in those instances delineated in the *PLA* where 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; or,
 - g) a matter in respect of which the Board or committee of the Board may hold a closed meeting under another Act. [*PLA*, ss. 16.1(2) and (4)]
- 5.3 In addition, a meeting shall be closed to the public if the subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* [*MFIPPA*] (or its successor legislation) if the Board or a committee of the Board is the head of an institution for the purposes of that Act. [*PLA*, s. 16.1(5)]
- 5.4 Before holding a meeting or part of a meeting that is to be closed to the public, a Board or committee of the Board shall state by resolution:
- a) the fact of the holding of the closed meeting; and,
 - b) the general nature of the matter to be considered at the closed meeting. [*PLA*, s. 16.1(6)]
- 5.5 A meeting shall not be closed to the public during the taking of a vote unless:
- a) sections 5.2 or 5.3 permit or require the meeting to be closed to the public; and
 - b) the vote is for a procedural matter or for giving directions or instructions to officers, employees, or agents of the Board or committee of the Board or persons retained by or under contract with the Board. [*PLA*, ss. 16.1(7) and (8)]

5.6 The Chair may expel any person for improper conduct at a meeting. [*PLA*, s. 16.1(3)]

6. Quorum

6.1 Quorum for any regular or special meeting of the Board shall consist of a majority of Board members. [*PLA*, s. 16(5)]

6.2 A meeting shall be called to order by the Chair at the appointed hour. Should there be no quorum present fifteen (15) minutes after the time appointed for the meeting, the Secretary shall record the names of those present and:

- a) the meeting shall stand adjourned or,
- b) a special meeting shall be called at a later date, or
- c) the members shall constitute themselves as a Committee dealing with such agenda items as they see fit and make recommendations at the next meeting.

6.3 Should a quorum no longer be present during a meeting, no further business may be conducted. [*PLA*, s. 16(5)]

6.4 If notified by a majority of Board members of their anticipated absence from a meeting, the Secretary shall notify all members of the Board that the meeting is cancelled. The meeting shall be rescheduled.

7. Rules of Order

7.1 Meetings shall be conducted according to the Rules of Order as per Kerr and King's PROCEDURES FOR MEETINGS AND ORGANIZATIONS.

8. Voting

8.1 Voting on motions shall be tallied by the Chair.

8.2 The Chair or acting Chair shall vote with the other Board members on all motions. Any question on which there is an equality of votes shall be deemed to be negative. [*PLA*, s. 16(6)].

9. Multi-media Attendance at Meeting

9.1 In exceptional circumstances when a Board member is unable to attend a meeting, attendance by telephone or video conference may be permitted. The Board may give approval for the member to attend remotely.

9.2 Full voting rights shall be allowed only when the Board member participates in the entire discussion on a given item.

9.3 Arrangements to attend a meeting via telephone or video conference shall be the responsibility of the Board member and shall be made by notifying the Administrative Assistant to the Chief Librarian / CEO, ideally no later than 24 hours prior to the meeting, if possible.

10. Appointments of Board Members to Community and Library Organizations

10.1 The Board may, from time to time, appoint a member of the Board, a staff member, or a community representative to represent the Board on community and library organizations, including:

- a) Southern Ontario Library Service Trustee Council;
- b) Kingston Literacy and Skills Board; and,
- c) others as required/determined

10.2 The appointments shall be made at its first meeting in the new term and then at the first meeting in each year of its term.

11. Order of Business

11.1 At any regular meeting of the Board, the order of business may be:

- A. Land Acknowledgement Statement
- B. Call to Order
- C. Adoption of the Agenda
- D. Disclosure of Conflict of Interest
- E. Delegations/Presentations
- F. Adoption of Minutes
- G. Consent Agenda
 - Information Items
 - Monitoring Reports
- H. Action Agenda
 - Business Arising from the Minutes
 - Action Items
- I. Items for Discussion / Exploration
- J. Other Business
- K. Adjournment

11.2 The Board may at any time suspend or vary the order of business or add an item to the agenda by direction from the Chair without opposition, or by motion and majority vote of the members present.

12. Delegations

- 12.1 When anyone desires to address the Board on matters upon which the Board is considering taking action, they shall be permitted to do so, provided the request is directed to the Chief Executive Officer and received on or before 4:30 p.m. on the 8th day preceding the regular meeting.
- 12.2 The request to appear in delegation shall be in writing and shall include an indication of the number of people attending and the subject of their address. The Board reserves the right to request additional information before granting delegation status.
- 12.3 Upon receipt of a request, the Chief Librarian / CEO shall in writing confirm the time and place at which the delegation shall address the Board and also enclose these rules and procedures that relate to delegations.
- 12.4 Unscheduled delegations at a regular meeting will require a majority vote in order to proceed.
- 12.5 No delegation may speak on the matter for more than a total of fifteen (15) minutes, exclusive of the time required to answer questions posed by the Board.
- 12.6 Board members may ask questions of the delegation in order to seek clarification or ask for additional information only. Staff may also be asked to provide clarification or to confirm information.
- 12.7 In accordance with *MFIPPA*, notes taken of any presentation and/or written submission at the meeting, along with the delegation's name, will become part of the public record and will be published as part of the agenda and/or minutes of the meeting. These documents will also be posted to the Board's website and made available to the media.
- 12.8 Delegations may not provide personal information (including views or opinions) about someone else, as defined in *MFIPPA* as "personal information", without confirming in the presentation that prior agreement of that individual has been given.
- 12.9 Personal information about someone else, received in delegations, will not be published by the Board without the written permission of the identified individual, according to the requirements of *MFIPPA*.
- 12.10 If the issues or concerns are raised about a KFPL employee's performance (other than that of the CEO) as part of a delegation, the Chair, after consultation with the Board, will direct the delegation first to the CEO's office for resolution.

- 12.11 If the number of delegations exceeds what can reasonably be scheduled at any particular meeting, the Chair, after consulting with the Board, may move to:
- a) defer a decision to a time at a regular meeting at which all the delegations can be heard, or
 - b) decide to hold a public participation meeting, rather than hear from delegations at a regular meeting.
- 12.12 After the delegation(s) have been heard at a regular meeting, the Board will move to take appropriate action, if necessary.

13. Presentations

- 13.1 Anyone invited by the Board to present a report or to address a Board matter shall form a presentation.
- 13.2 The Chief Librarian shall confirm in writing the time and place at which the presenters shall address the Board.
- 13.3 A maximum of fifteen (15) minutes shall be provided for each presentation.

14. Correspondence

- 14.1 Correspondence related to Board matters may be sent to the Kingston Frontenac Public Library Board or the Chief Librarian/Chief Executive Officer.
- 14.2 Correspondence is formally received at the Board meeting and becomes part of the record of the public Board meeting.
- 14.3 Personal information about the author of any correspondence will become part of the public record, as per *MFIPPA*.
- 14.4 Personal information about someone else, not the author of the correspondence, will not be published by the Board without written permission of the identified individual, as per *MFIPPA*.

15. Meeting Minutes

- 15.1 Once approved, minutes of meetings are the official record of decisions and provide direction for the Board and Staff.
- 15.2 Minutes are approved at the next meeting of the Board and signed by the Chair and Recording Secretary.
- 15.3 Approved minutes (excluding in camera minutes) are public documents and shall be made available to the public.
- 15.4 Minutes of closed meetings are kept separately and held to be confidential.

16. Amendment of By-laws

- 16.1 By-laws may be amended in response to legislation or when circumstances change.
- 16.2 Any member of the Board can propose a review or an amendment of a by-law.
- 16.3 All members of the Board will receive notice and details of by-law changes at the Board meeting prior to the meeting at which time a motion for amendment may be tabled.
- 16.4 Any of the preceding clauses of these By-laws may be repealed or amended by notice of motion given at any regular meeting of the Board. Approval of the motion to repeal or amend shall be by a two-thirds majority of votes cast at the next regular meeting of the Board.

Amended by Motion # 2020-14 on February 19, 2020