



KINGSTON FRONTENAC PUBLIC LIBRARY CONSTITUTION

1. Purpose of the Kingston Frontenac Public Library Board

- 1.1 The Kingston Frontenac Public Library Board has been established to ensure and direct the continuing operation of the Kingston Frontenac Public Library as a service within the meaning and terms of the *Public Libraries Act*, RSO 1990, c. P.44 [the “PLA”] and the Ends Statement of the Kingston Frontenac Public Library Board.

2. Board Structure

- 2.1 The Kingston Frontenac Public Library Board [the “Board”] is a corporation established pursuant to:
- a) the *Public Libraries Act*;
 - b) the July 10, 1996 Proposal for the Reform of Local Governance Kingston/Frontenac;
 - c) the January 7, 1997 Order of the Minister of Municipal Affairs and Housing of Ontario [the “Order”]; and,
 - d) the January 27, 1998 Agreement between the Corporation of the City of Kingston and the Corporation of the Frontenac Management Board, now designated as the Corporation of the County of Frontenac [the “Agreement”].
- 2.2 The Kingston Frontenac Public Library is a union public library as per the *PLA*.
- 2.3 The annual cost of operating the library system shall be apportioned as follows, pursuant to the Order and the Agreement:
- a) The City of Kingston shall be responsible for eighty-seven (87) percent of the cost; and
 - b) The four Townships – North Frontenac, Central Frontenac, South Frontenac and Frontenac Islands – and the County of Frontenac shall be responsible for thirteen (13) percent of the cost.
- 2.4 The percentage apportionment of costs may be changed to reflect a proportionate change in household growth in Kingston and in the Townships.

3. Head Office of Board

- 3.1 The address of the Board's head office is 130 Johnson Street, Kingston, Ontario, K7L 1X8.

4. Board Members

4.1 Composition

The Board shall consist of eleven (11) members, pursuant to the Agreement: eight (8) members appointed by the Council of the City of Kingston and three (3) members appointed by the Council of the County of Frontenac.

4.2 Qualifications

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 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 a resident of the City of Kingston or County of Frontenac; and,
- d) Is not employed by the Board, City of Kingston or County of Frontenac.
[PLA, s.10(1)]

4.3 Appointment

Appointment shall be made at the first meeting of Council in each term, but if Council fails to make the appointments at its first meeting, it shall do so at any meeting held within 60 days after its first meeting. [PLA, s. 10(4)]

4.4 Term

A Board member shall hold office for a term concurrent with the appointing Council, or until a successor is appointed, and may be re-appointed for one or more further terms. [PLA, s. 10(3)]

4.5 Disqualification

If a Board member:

- a) is convicted of a indictable offence;
- b) becomes incapacitated;
- c) is absent from the meetings of the Board for three consecutive months without being authorized by a Board resolution;
- d) ceases to be qualified for membership under 4.2(c); or

e) 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. [PLA, s. 13]

4.6 Vacancy

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. [PLA, s. 12]

5. **Officers of the Board**

5.1 The Officers of the Board shall consist of the Chair, the Vice-Chair, the Chief Executive Officer, the Secretary and the Treasurer.

5.2 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.

5.3 The Board shall, by motion, appoint a Chief Librarian who shall be the Chief Executive Officer of the library.

5.4 The Board shall also, by motion, appoint a Secretary and a Treasurer. The Chief Librarian may be appointed as the Secretary and the Treasurer.

6. **Power to Legally Bind the Board**

6.1 One person representing the Board and / or one person representing the Administration, may legally bind the Board in accordance with the Board Delegation of Authority framework (Appendix A).

The Board's representation shall be one of the following:

- a) the Chair;
- b) the Vice-Chair;
- c) another Board member who, by motion, has been appointed by the Board with such authority;

The Administration's representation shall be one of the following:

- a) the Chief Librarian; or,
- b) the Chief Librarian's delegate.

7. **Conflicts of Interest**

7.1 All Board members must abide by their obligations under the *Municipal Conflict of Interest Act* (or its successor legislation).

7.2 Under the *Municipal Conflict of Interest Act*, where a Board member, either on their behalf or if acting on behalf of another, has any direct or indirect pecuniary interest in any matter and is present at a meeting of the Board when the matter is the subject of consideration, the member:

- a) shall, before any consideration of the matter at the meeting, disclose the interest and its general nature;
- b) shall not take part in the discussion of, or vote on, any question in respect of the matter;
- c) shall not attempt in any way, whether before, during, or after the meeting, to influence the voting on any such questions.

7.3 Where a Board member is absent from a meeting, they shall disclose any conflict of interest at the next meeting they attend.

7.4 All declarations of interest and their general nature shall be recorded by the Secretary in the minutes of that meeting, and, if the meeting is not open to the public, in the minutes of the next meeting that is open to the public.

8. Repeal and Amendments

Any of the preceding clauses of this Constitution 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.

Certified to be a true and correct copy of the By-laws of the Kingston Frontenac Public Library, amended by Motion # 2020-14 on February 19, 2020.

Chair, Monica Stewart

Date

Vice-Chair, Natalie Nossal

Date

**Appendix A: Kingston Frontenac Public Library
Delegation of Authority**

Approval / Decision	Board	CEO
Purchasing and Finance		
1. Transfer budget funds to, or from, the City of Kingston and County of Frontenac.	X	
2. Review and recommend annual Budget Estimates to City and County Councils.	X	
3. Approve general competitive and non-competitive expenditures as per the KFPL procurement policy (as amended from time to time) including, but not limited to: <ul style="list-style-type: none"> – Operational expenses – Leases – Single or multi-year tenders or contracts (including any contingencies) per vendor – Settlement and lawsuit payments – Software license agreements 	≥\$250,000	<\$250,000
4. Exercise approved spending authority for library materials up to the annual approved operating and capital budgets.		X
5. Apply for grants and other funding		X
6. Approve, amend, extend and execute agreements with the federal and provincial governments.		X
7. Approve, amend, extend and execute service agreements, contribution agreements and grant agreements.		X
8. Approve additional expenditures for amendments to previously approved projects based on the deviation from the originally approved amount.	≥10%	< 10%
9. Sign contracts for projects once required Board approval is obtained.		X
10. Approve trustee attendance at conferences and conventions	X	
11. Set or change prices for merchandise or services.	X	
Policies and Plans		
12. Approve KFPL Board policies.	X	
13. Approve KFPL Strategic Plan.	X	
14. Approve strategic frameworks for key KFPL services.	X	

Approval / Decision	Board	CEO
15. Approve strategic frameworks for advocacy, fundraising and major sponsorships.	X	
16. Implement and manage the strategic frameworks for key services, advocacy and fundraising.		X
17. Set or modify administrative and operational policies.		X
18. Approve naming rights recommendations.	X	
19. Permanently close branches or kiosk services.	X	
20. Temporarily close branches or temporarily modify kiosk services.		X
21. Approve sites for new branches, buildings, or kiosk services.	X	
22. Approve temporary locations for branches or kiosk services.		X
23. Approve architectural designs for new buildings.	X	
24. Approve website designs and modifications.		X
Human Resources		
25. Recruit, compensate, dismiss the CEO; monitor and evaluate the performance of the CEO.	X	
26. Set general compensation policies and salary levels for the organization.	X	X
27. Set the organizational structure for the organization, including the structure of departments and the number of staff, including Senior Staff.		X
28. Assess the performance of, and set salaries for individual staff.		X
29. Hire, appoint, promote, suspend, dismiss and manage the performance of individual staff.		X
30. Set bargaining mandates.	X	X
31. Negotiate collective bargaining contracts.		X
32. Ratify negotiated collective agreements.	X	