

MILTON PUBLIC LIBRARY BOARD

Terms of Reference

1. Council Mandate

The Milton Public Library Board is authorized and established by Milton Council via By-law #91-86 in accordance with the Ontario *Public Libraries Act*, R.S.O. 1984.

2. Goal

The goal of the Milton Public Library Board is to analyze and interpret the needs of the community with respect to library service.

3. Scope and Purpose

The powers and duties of the *Board* are defined by the Ontario Public Libraries Act R.S.O. 1990. The *Board*,

- (a) shall seek to provide, in co-operation with other Boards, a comprehensive and efficient public library service that reflects the community's unique needs;
- (b) shall seek to provide library services in the French language, where appropriate;
- (c) shall operate one or more libraries and ensure that they are conducted in accordance with this Act and the regulations;
- (d) may operate special services in connection with a library as it considers necessary;
- (e) shall fix the times and places for *Board* meetings and the mode of calling and conducting them, and ensure that full and correct minutes are kept;
- (f) shall make an annual report to the Minister and make any other reports required by this Act and the regulations or requested by the Minister from time to time;
- (g) shall make provision for insuring the *Board's* real and personal property;
- (h) shall take proper security for the treasurer; and
- (i) may appoint such committees as it considers expedient.

In addition to the above, the purpose of the Milton Public Library Board is:

- To determine, develop and establish library objectives appropriate to the needs of the community and re-examine at least every (3) years.
- To select and appoint at adequate salary a Chief Executive Officer.
- To secure adequate funds from the appropriate agencies to make objectives a reality.
- To approve the budget and the expenditure of the library funds. Make statement of financial requirements to Council
- To establish policies governing library programs and operations of library, after consultation with CEO,
- To maintain awareness of library trends.
- To develop a program of public relations, which will ensure the working relationship with politicians, local agencies, community groups and organizations, and the Ministry.
- To arrange, aid and encourage seminars and/or workshops for development of, and to make fuller use of, Trustee talent and expertise.
- To provide opportunities for continuing education for staff.
- To promote library legislation that improves and extends library service.
- To review, amend and approve the Milton Public Library governance policies and *Board* by-laws on an annual basis.
- To protect the organization's information closely and not release or share confidential information as per Corporate Policy #25 - Citizen Committees; Code of Conduct.

4. **Definitions**

The Milton Public Library shall be hereinafter referred to as the *Library*. The Milton Public Library Board shall be hereinafter referred to as the *Board*.

5. **Composition**

5.1 The *Board* shall be composed of the following members:

Nine (9) members consisting of three (3) Councillors, and six (6) members appointed by Municipal Council from the public at large.

5.2 The CEO acts as Secretary-Treasurer to the *Board*.

6. **Selection of Members**

6.1 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 (18) years old.
- b) Is a Canadian Citizen.
- c) Is a resident of the municipality for which the *Board* is established.
- d) Is not employed by the municipality or county.

6.2 If a *Board* member,

- a) Is convicted of an indictable offence;
- b) becomes incapacitated;
- c) is absent from the meetings of the *Board* for three (3) consecutive months without being authorized, by a *Board* Resolution;
- d) ceases to be qualified under Section 6.1 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.

6.3 Resignations must be addressed to Council and, where pertinent, to the School Board with a copy to the CEO.

6.4 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 term is less than forty-five (45) days.

7. **Term**

7.1 *Board* members shall be appointed for a term that runs concurrent with the Term of the appointing Council, or until such time as their successor(s) are appointed.

7.2 *Board* members shall be appointed by Milton Council for a maximum possible length of two consecutive terms, or any part thereof. An individual may reapply for service on the *Board* providing a minimum of two (2) years has elapsed since the expiration of the maximum length of service. (As per Corporate Policy No. 25)

- 7.3 Notwithstanding the above, Council may waive the maximum two term service on a Board or Committee, at its discretion. (As per Corporate Policy No. 25)

8. Frequency & Location of Meetings

The Library Board holds regular meetings at least once monthly from January to June and from September to December, both inclusive, and at such times as it considers it necessary. *Board Meetings* are held on the third Wednesday of the month, at 7:00 p.m. in the board room of the administration building.

9. Quorum

- 9.1 Quorum of the *Board* shall consist of a majority of the number of voting members currently on the *Board* and is necessary for the transaction of business at a meeting. Motion #466 of the *Board* (1987) states that a meeting duly called to order (i.e. quorum is present) may continue at the pleasure of the remaining members, should members leaving the meeting reduce the remainder to less than a quorum.

10. Selection of the Chair and Vice-Chair

- 10.1 The *Board* will elect the Chair for a term that is agreeable to the *Board* members, at the first meeting of a new *Board*, or at the first meeting of the new term.
- 10.2 A Vice-Chair is elected for a term concurrent with the Chair's term.

11. Role of the Chair and Vice-Chair

- 11.1 The Chair shall give notice of each regular and special meeting to the members and to the Chief Executive Officer. Notice shall be accompanied by the Agenda and any other matter to be brought before the meeting.
- 11.2 The Chair may call a special meeting at any time as long as a reasonable attempt is made to notify all members. Lack of receipt of a regular or special meeting shall not affect the validity of holding the meeting or any action taken thereat.
- 11.3 The Chair is the official spokesperson for the Library in issues before Council and in the press.

11.4 During meetings, the Chair is responsible for:

- calling the meeting to order,
- announcing the items of business in the order in which they appear on the agenda,
- reading the items of business in the order in which they appear on the agenda,
- presiding over the debate, and subject to the appeal by the members, deciding on all questions of order and general meeting tone,
- acting as the neutral party - not taking sides in a debate but ensuring that the meeting is conducted in a democratic manner and that time is not wasted.

If the Chair wants to speak to a subject or propose a motion he or she should turn the chair over to an appropriate *Board* member.

11.5 In the absence of the Chair, the Vice-Chair shall assume the Chair.

11.6 Additional duties may be undertaken by the Vice-Chair at the *Board's* request.

12. **Roles of Responsibilities of Members**

12.1 Secretary and Treasurer

The *Board* shall appoint a secretary who shall

- conduct the *Board's* official correspondence; and
- keep minutes of every meeting of the *Board*.

The secretary's duty of keeping minutes also includes preparation of the agenda in cooperation with the Chair and distribution of all reports and enclosures with the agenda (*Board* package).

12.2 Treasurer

The *Board* shall appoint a treasurer, who shall,

- receive and account for all the *Board's* money;
- deposit all money received on the *Board's* behalf to the credit of that account or accounts; and
- disburse the money as the *Board* directs.

The *Public Libraries Act, R.S.O. 1990, chapter P. 44*, also states that, "the same person may be both the secretary and the treasurer, and the chief executive officer appointed under subsection (2) may be the secretary and may be the treasurer". Section 15 (5)

The Chief Executive Officer, or designate, shall attend all *Board* meetings and shall have the other powers and duties that the *Board* assigns to him or her from time to time, as per the Ontario Public Libraries Act, R.S.O. 1990.

12.3 Committees and Representations

Library Board members are expected to serve on committees. The Chair attends all committee meetings in an ex-officio capacity. Councillors may be excused from participation but all other *Board* members sit on one of two committees - Budget and Personnel. The *Board* shall nominate and appoint the Chairs of the Budget and Personnel Committees and appoint *Board* members to these committees.

In addition, a *Board* member is appointed to the Negotiating Committee for the purposes of collective bargaining.

The Budget Chair works closely with Chief Librarian in reviewing the Budget, chairs the Budget Committee meetings, (which are held based on recommendations from the CEO), presents the Operating and Capital Budget to the *Board*, and is prepared to speak to it at Council.

The Personnel Chair calls and presides over the Personnel Committee meetings, which are held each spring to complete, with input from all *Board* members, the CEO evaluation. The Chair of the Personnel Committee and the Chair of the Library Board meet with the CEO to review the evaluation.

The CEO does not attend the Personnel Committee meetings but does attend all Budget committee meetings.

The *Board* also appoints one (1) member to act as their representative on the SOLS Escarpment Trustee Council. Each Council meets two (2) times per year. The purpose of the meeting is for library trustees to share information with each other on topics of mutual concern and offer advice and feedback to SOLS on services.

13. **Voting**

- 13.1 Voting is carried out by a show of hands, unless otherwise indicated.
- 13.2 All decisions shall be made at the public meeting.
- 13.3 A simple majority (one more than half the *Board*) is required to pass a motion. "The chair or acting chair of a *Board* may vote with the other members of the *Board* upon all questions, and any question on which there is an equality of votes shall be deemed to be negative". *Public Libraries Act, R.S.O. 1990, chapter P. 44* Section 16 (6) That is, if the vote is tied, the motion is defeated.

14. **Public Access and Delegations**

- 14.1 At public meetings, from time to time, the public may wish to address the *Board* through the Chair. Requests should be directed to the Chair prior to the meeting.
- 14.2 Any delegation wishing to address the Milton Public Library Board:
 - a) regarding matters on the agenda, may be heard by the *Board*, upon request to the appropriate staff member, setting out the issue to be presented to the *board*, by 10:00 a.m. on the day before the meeting.
 - b) regarding matters not on the agenda, may be heard by the *Board*, upon request to the appropriate staff member in writing, setting out the issue to be presented to the *Board*, at least five (5) days before the date and time of the meeting of the *Board*.
- 14.3 Every such delegation shall be limited to ten (10) minutes for speaking to the *Board* unless approval of the *Board* is obtained by the Chair to extend or limit the speaking time further for the delegation concerned.
- 14.4 Upon the completion of a presentation to the *Board* by a delegation, any discourse between *Board* members and the delegation shall be limited to members asking questions for clarification and obtaining additional, relevant information only. *Board* members shall not enter into debate with the delegation respecting the presentation.

14.5 No delegation shall:

- a) speak disrespectfully of any person;
- b) use offensive words or unparliamentary language;
- c) speak on any subject other than the subject for which they have received approval to address the Committee; or
- d) disobey the rules of procedure or a decision of the Chair or *Board*.
- e) allow cell phones, and electronic devices to be turned on. These devices can be otherwise set so as not to emit any audible sound during a meeting.

15. Sessions Closed to the Public

15.1 Except as provided in this section, all meetings shall be open to the public. At the regular *Board* meeting, the *Board* may move "In Camera" to deal with items 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 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 a Board or Committee of a Board may hold a closed meeting under another Act;
- h) the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* if the *Board* is the head of an institution for the purposes of that Act;
- i) when section 15.1 (a) to (h) permits or requires the meeting to be closed to the public; and 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*.

15.2 Upon returning from the "In Camera" session, the *Board* shall:

- a) Make a report, or
- b) State nothing to report

15.3 A motion may be made to approve the report, without making the report public. Motions made shall be recorded.

- 15.4 At the regular *Board* meeting, the Committee Chair will bring forward any recommendations made either at Committee meetings or during the “In Camera” sessions.

16. **Resources**

Support Staff

- 16.1 The CEO acts as Secretary-Treasurer to the *Board*. Staff shall only be responsible to support working groups that are expressly established by these Terms of Reference

Advisory Staff

- 16.2 Staff from the Library shall provide support to the *Board*, including background information, resources and advice to assist them in their role.

It shall be the responsibility of appropriate staff from the Library to ensure that the *Board* members follow these Terms of Reference and to provide advice to the *Board* in this regard.

Board members shall reject offers of gifts, favours, or benefits of a personal nature except normal promotional handouts of a nominal value.

Membership Support

- 16.3 Members will be provided with resources necessary to fully participate in the *Board*, which shall include: development opportunities and transportation expenses.

Additional Resources

- 16.4 From time to time the *Board* may request the advice or participation of individuals or organizations with a particular area of expertise, if it is germane to the scope and purpose of the *Board*.

17. **Committee Records**

- 17.1 Agendas and accompanying *Board* packages are placed at the Circulation Desk of the library before the Wednesday meeting date. *Board* members are required to pick up packages before the meeting.

- 17.2 The *Board* shall prepare, at minimum, an annual report including, but not limited to, activities and achievements reached during the year. (As per Corporate Policy No.25)
- 17.3 Meeting format will be as follows:
- a) Approval of agenda
 - b) Acceptance of a Consent Agenda including
 1. Approval of minutes of previous meeting
 2. Receive Correspondence
 3. Approval of accounts for the period
 - c) Reports:
 - CEO Report – the CEO will prepare a written report to the *Board* on current library activities, changes in program or procedure, library-related community events.
 - Councillor's Report
 - Committee Reports – the appointed *Board* representative or Committee Chair reports on activities, issues and presents motions to be considered by the *Board*.
 - When an item of new business requires a motion, when possible and/or appropriate, a report will be provided with the Agenda or at the *Board* meeting. When action is required, a Motion is entertained, seconded, discussion follows and the question is called.
 - New Business – Items new to the *Board* may be raised by CEO and/or any member. Items are placed on the Agenda by calling the CEO/Administrative Officer one week prior to the *Board* meeting.
 - Future Meetings – *Board* and Committee meetings, as well as other meetings of interest to trustees, falling in the month will be listed.
- 17.4 Minutes are recorded for later transcription in draft form, and forwarded to *Board* members before the next meeting. Additions or corrections are brought to the following full *Board* meeting adoption in the Minutes.
- 17.5 Minutes shall be distributed as deemed necessary by the *Board*, which includes being made available to the public, by posting them on the Milton Public Library's website.
- 17.6 A copy of all minutes is retained on file in Administration and Information Services, for reference by Trustees and the public. A copy

of posted on the staff Bulletin boards in all buildings and the Library's website.

17.7 Minutes of Committee Meetings are recorded by the appointed member and forwarded to *Board* members only.

18. **Conflict of Interest**

18.1 *Board* members must declare any conflict of interest with respect to their fiduciary responsibility. If a conflict of interest does arise, an opportunity to declare such is given at the beginning of every *Board* meeting:

- There must be no self-dealing or any conduct of private business or personal services between any *Board* member and the Library except as procedurally controlled, to ensure openness, competitive opportunity and equal access to "inside" information. Each *Board* member shall disclose to the *Board* any personal interest which may have in any matter pending before the *Board* and shall refrain from any participation in any decision on such matter.
- *Board* members must not use their positions to obtain employment in the organization for themselves, family members, or close associates.
- Should a *Board* member be considered for employment with the Library, s/he must temporarily withdraw from *Board* deliberation, voting and access to applicable *Board* information.

19. **Maintenance and Refinement of Terms of Reference**

19.1 These Terms of Reference shall be maintained by staff from the Milton Public Library.

19.2 Amendments to these Terms of Reference may be proposed by the *Board*, through staff, via a report to Council.

20. **Public Communications**

20.1 When appearing before a Town of Milton Standing Committee or Milton Council on behalf of or as a representative of the *Board*, members shall present the *Board's* official position on a particular matter. However, where a Committee member appears before a Town of Milton Standing Committee or Town Council and clearly indicates that they are appearing on behalf of another organization or as a citizen and not in their capacity

as a member of the *Board*, they may present a position which is their personal position or is the position of the organization they represent.

- 20.2 Only statements, positions or opinions that have been authorized by Milton Council through specific direction or through the *Board's* fulfilment of the goal(s) listed in section 2, shall be released publicly as the *Board's* positions and goal(s).
- 20.3 The *Board* shall not declare that the *Board's* position's is the official position of the Town of Milton without the direct authorization of Milton Council.
- 20.4 A statement, position, or opinion released by Milton Council shall be the official statement of the Town of Milton and the *Board* shall recognize and work to support Milton Council's position publicly.
- 20.5 Nothing in section 20.1 or 20.2 is meant to affect the free and open dialogue at *Board* meetings or among *Board* members.

21 **Parliamentary Authority**

The *Board* shall use the Town of Milton's procedural by-law for the dispatch of their business, unless the *Board* has established their own procedural rules and practices, at which time such procedural rules and practices shall take precedence over the Town's procedural by-law.

22 **Code of Conduct**

Citizen members shall comply with, and sign off on the "Citizen Member Code of Conduct", attached as Appendix A.



Citizen Member “Code of Conduct”

Citizen appointees provide informed advice and guidance, as well as facilitate public input to staff on programs and policies. In recognition of the impartial and objective advice that is received as well as the challenges and inherent restrictions placed upon these same individuals in assessing and recommending various options in a conscientious and ethical manner, the following Code of Conduct is provided as a general standard for all citizen members to ensure they are acting in a manner that is appropriate with regard to his or her appointment. This Code of Conduct does not replace legislation or personal ethics. The onus is on the member to ensure that they adhere to this Code of Conduct.

1. Citizen members shall act in a manner that accomplishes the following:
 - (a) Fulfills the mandate and mission statement of his or her board or committee;
 - (b) Respects due process and the authority of the Chair, Vice-Chair or Presiding Officer;
 - (c) Demonstrates respect for all fellow members, Council, staff and the public regardless of cultural, or linguistic diversity and life circumstances;
 - (d) Respects and gives fair consideration to diverse and opposing viewpoints;
 - (e) Demonstrates due diligence in preparing for meetings, special occasions or other board and committee related events;
 - (f) Demonstrates professionalism, transparency, accountability and timeliness in completing any tasks or projects undertaken by the board or committee;
 - (g) Conforms with all relevant legislation, by-laws, policies and guidelines;
 - (h) Works in conjunction with the community;
 - (i) Contributes in a meaningful manner, offering constructive comments.
2. A citizen member shall not:
 - (a) Engage in any business or transaction or have a financial or personal interest that is incompatible with the discharge of his or her official duties;
 - (b) Place themselves in a position where she/he is under obligation to any person who might benefit from special consideration or favour on their part or who might seek in any way preferential treatment;

- (c) Accord, in the performance of his or her official duties, preferential treatment to relatives or to organizations in which she/he or his or her relatives have an interest, financial or otherwise;
 - (d) Deal with an application to the Town for a grant, award, contract or other benefit involving his or her spouse, live-in partner, child or parent;
 - (e) Place themselves in a position where she/he could derive any direct or indirect benefit or interest from any matter about which they can influence decisions;
 - (f) Benefit from the use of information acquired during the course of his or her official duties which is not generally available to the public; and
 - (g) Accept gifts, hospitality, or entertainment that could reasonably be construed as being given in anticipation or recognition of special consideration by his or her respective board or committee;
 - (h) Disclose or release by any means, confidential information which they have acquired by virtue of their appointment with the Town for personal or private gain, for the gain of their relatives, affiliated organizations or their employer.
3. A member must consult with the respective Senior Manager or designate, immediately if s/he could be involved in either a real or perceived conflict of interest as prohibited by the Code.
4. Where a member believes or has been advised that s/he has or may have a conflict of interest in a particular matter, s/he shall:
- (a) Prior to any consideration of the matter, disclose his or her interest and the general nature thereof;
 - (b) Leave the room for the duration of time that the matter is being considered;
 - (c) Not take part in the discussion of, or vote on any question or recommendation in respect of the matter; and
 - (d) Not attempt in any way whether before, during or after the meeting to influence the voting on any such question or recommendation.

Should a member breach any of the clauses set out herein, the board/committee or staff may censure the member or recommend his or her removal to Council.

Member's Name (printed)

By signing below, I acknowledge having read and I understand the foregoing and agree to be bound by the provisions contained herein.

Signature

Date