



Woodstock Public Library Policy

Policy Name: Board Procedural By-law

Category: Governance

Version: June 9, 2026

Policy Statement and Rationale

The purpose of this policy is to provide a statement of authority and identify key objectives respecting the procedural by-law of the Woodstock Public Library Board.

Scope

This policy applies to the Woodstock Public Library and the Woodstock Public Library Board.

Policy and Procedure

1.0 Statement of Authority

The Woodstock Public Library Board bears legal responsibility for the Library by ensuring that it operates in accordance with the Public Libraries Act, R.S.O. 1990, c P.44. The purpose of this section is to define the legal authority of the Board.

- 1.1 In accordance with the Public Libraries Act, s. 3(1), the Council of the municipality of the City of Woodstock has established the City of Woodstock Public Library by the adoption of City By-law 8657-11.
- 1.2 The Woodstock Public Library Board is appointed by the Council of the City of Woodstock. In accordance with the Public Libraries Act, s. 3(3), the Woodstock Public Library Board is a corporation in its own right and is responsible for the management and control of the City of Woodstock Public Library.
- 1.3 The responsibilities of the Board to Council and Council to the Board are laid out in the Public Libraries Act.
- 1.4 This by-law shall be observed for the order and dispatch of business and shall regulate the conduct and duties of its members and officers. Where there is any conflict between this by-law and the Public Libraries Act as amended or other acts, the relevant legislation shall take precedence.

- 1.5 The Head Office of the Board shall be at the Woodstock Public Library; 445 Hunter Street, Woodstock, Ontario, N4S 4G7, or as amended from time to time.

2.0 Composition of the Board

Where required, the Library Board adheres to the Public Libraries Act, R.S.O. 1990, c. P44 as it relates to its composition. The purpose of this section is to guide City Council's appointment process and the Library Board's appointment of its officers.

- 2.1 The Public Libraries Act, s. 9(1) prescribes a board of no fewer than five (5) members and gives the municipality the power to make appointments. In accordance with City of Woodstock By-law 9251 (November 1, 2018), City Council endorses a board of seven (7) members that consists of:
- a) four (4) citizen members of the municipality, who are qualified under the Public Libraries Act, and
 - b) three (3) members of City Council.
- 2.2 In accordance with the Public Libraries Act, s. 10(4), City Council will appoint all Library Board members at the first meeting of Council in each term.
- 2.3 In accordance with Public Libraries Act, s. 10(2)(a), City of Woodstock Council shall not appoint more of its own members to the Library Board than the number that is one less than a majority of the Board.
- 2.4 In accordance with the Public Libraries Act, s. 10 (3), a Library Board member shall hold office for a term concurrent with the term of the appointing City Council, or until a successor is appointed.
- 2.5 A Library Board member may be re-appointed for one or more terms.
- 2.6 A Library Board member seeking re-appointment must follow the same process of application for consideration as for new candidates to the Board.
- 2.7 In accordance with the Public Libraries Act, s. 13, any member of the Library Board will be disqualified, if they:
- a) are convicted of an indictable offence;
 - b) become incapacitated;
 - c) are absent from the meetings of the Board for three (3) consecutive months without being authorized by a Board resolution;
 - d) cease to be qualified for membership under clause 10(1)(c) of the Public Libraries Act; or

e) otherwise forfeits his or her seat.

2.8 In accordance with the Public Libraries Act, s. 13, if any members of the Library Board are disqualified from holding office, the remaining Board members shall forthwith declare the seat vacant, and notify City Council accordingly.

2.9 In accordance with the Public Libraries Act, s. 12, when a vacancy arises in the membership of the Library Board, City Council shall promptly appoint a person to fill the vacancy, and to hold the office for the unexpired term, except where the unexpired term is less than forty-five days. The new appointment's term will be concurrent with the term of the Library Board.

2.10 Resignations from the Board should be presented in writing to Library Board Chair, with a copy for the City Clerk.

3.0 Purpose of the Board

The purpose of the Woodstock Public Library Board is to govern the affairs of the public library in service to the community. The purpose of this section is to set out the work of the Library Board, and the ways in which the Board achieves its purpose.

3.1 The Library Board oversees the development of a comprehensive and efficient public library service by:

- a) expressing the Library's philosophy and values;
- b) articulating the Library's vision, mission, and priorities;
- c) evaluating results of activities and services used to achieve goals;
- d) setting policies on governance and service;
- e) delegating authority to the Chief Executive Officer (CEO) and evaluating their performance;
- f) planning for further library development;
- g) securing the resources to achieve the intended results; and
- h) advocating for Library service.

3.2 The Library Board governs effectively by:

- a) representing the interests of the community;
- b) engaging the community in determining responsive and dynamic library services;

- c) acting as a liaison between the Library and City Council;
- d) working collaboratively with the CEO;
- e) setting an annual Board agenda that reflects current goals and strategic issues;
- f) working proactively and making decisions that focus on the Library's future and place in the community; and
- g) evaluating the Library Board's own performance.

4.0 Powers and Duties of the Board

The Library Board bears the legal responsibility for the City of Woodstock Public Library. The powers and duties of the Board are prescribed in the Public Libraries Act, R.S.O. 1990, c. P44, to which this By-law adheres.

4.1 In accordance with the Public Libraries Act, s. 20, the Woodstock Public Library Board:

- a) shall seek to provide a comprehensive and efficient public library service that reflects the community's unique needs;
- b) shall operate one or more libraries and ensure that they are conducted in accordance with this Act and the regulations;
- c) may operate special services in connection with a library as it considers necessary;
- d) shall fix times and places for Board meetings and the mode of calling and conducting them, and ensure that full and correct minutes are kept;
- e) shall make 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;
- f) shall make provision for insuring the Board's real and personal property;
- g) shall take proper security for the treasurer; and
- h) may appoint such committees as it considers expedient.

5.0 Duties and Responsibilities of Individual Board Members

The Woodstock Public Library Board expects its members to understand the extent of their authority, and to use it appropriately. The purpose of this section is to set out the obligations of individual Library Board members. Additional

information concerning the code of conduct and executive limitations of Board members are detailed in the Library Board Members' Code of Conduct Policy.

- 5.1 Each Board member is expected to become a productive participant in exercising the duties of the Board as a whole.
- 5.2 Individual members of the Board are responsible for exercising a Duty of Diligence as follows:
 - a) be informed of legislation under which the Library exists, the Board by-law, mission, vision and priorities;
 - b) be informed about the activities of the Library and the community and issues that affect the Library;
 - c) attend Board meetings regularly and contribute from personal, professional and life experience to the work of the Board;
 - d) be prepared for all Board meetings and use meeting time productively; and
 - c) adhere to the regulations of the Municipal Conflict of Interest Act R.S.O. 1990, c. M50.
- 5.3 Individual members of the Board are responsible for exercising a duty of loyalty to the Board.
- 5.4 Individual members of the Board are responsible for exercising a "Duty of Care", as follows:
 - a) promote a high level of library service;
 - b) consider information gathered in preparation for decision making;
 - c) assume no authority to make decisions outside of Board meetings;
 - d) know and respect the distinction in the roles of the Board and the staff;
 - e) respect the confidential nature of library service to users while being aware of, and in compliance with, applicable laws governing freedom of information; and
 - f) resist censorship of library materials by groups or individuals.

6.0 Terms of Reference of Officers

The Woodstock Public Library Board elects and appoints officers. The officers must ensure the proper functioning of the Board and the proper conduct of Board business, in accordance with the appropriate legislation and prescribed rules of

procedure. The officers are the Chair, the Vice-Chair, the Secretary, the Treasurer, and the Chief Executive Officer (CEO). This By-law outlines the responsibilities of these officers.

6.1 Terms of Reference of the Chair

6.1.1 In accordance with the Public Libraries Act, R.S.O. 1990, c. P44 s. 14(3), a Board shall elect one of its members as Chair at its first meeting in a new term.

6.1.2 The term of the office for the Chair of the City of Woodstock Public Library shall be for the term of the Board.

6.1.3 The Chair leads the 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 prescribed rules of procedure adopted by the Board.

6.1.4 The Chair will:

- a) preside at regular and special meetings of the Board;
- b) consult with the CEO on agenda items and structure;
- c) ensure that business is dealt with expeditiously, and help the Board work as a team;
- d) in accordance with the Public Libraries Act, s. 16(6), vote on all questions;
- e) act as an authorizing signing officer of all documents pertaining to Board business;
- f) co-ordinate the CEO evaluation process;
- g) share with the CEO the responsibility for conducting Board orientation;
- h) co-ordinate the Board's self-evaluation process;
- i) represent the Board, alone or with other members of the Board, at any public or private meetings for the purpose of conducting, promoting or completing the business of the Board; and
- j) not commit the Board to any course of action in the absence of the specific authority of the Board.

6.2 Terms of Reference of the Vice-chair

6.2.1 The election of the Vice-chair shall take place at the first meeting in a new term of the Board.

6.2.2 The term of the office of the Vice-chair of the Woodstock Public Library Board shall be for the term of the Board.

6.2.3 In accordance with the Public Libraries Act, s. 14(4), the Board, in the absence of the Chair, may appoint an acting Chair. The Vice-chair is deemed to be appointed acting Chair in the absence of the Chair.

6.3 Terms of Reference of the Secretary

6.3.1 The Chief Executive Officer of the Woodstock Public Library shall serve as Secretary to the Board.

6.3.2 In accordance with the Public Libraries Act, s. 15(3), the Secretary will: conduct the Board's official correspondence; and keep minutes of every meeting of the Board. In addition, the Secretary will:

- a) distribute the agenda, with all reports and enclosures, to all Board members prior to the relevant Board meeting; and
- b) distribute the minutes to all Board members not less than three days prior to the next Board meeting.

6.4 Terms of Reference of the Treasurer

6.4.1 In keeping with the degree of financial integration of the Woodstock Public Library Board with the City of Woodstock, the City of Woodstock Director of Administrative Services (Treasurer) shall be the Treasurer to the Board.

6.4.2 The Treasurer is responsible for all the financial record-keeping of the Board. In accordance with the Public Libraries Act, s. 15(4), the Treasurer will:

- a) receive and account for all the Board's money;
- b) open an account or accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board;
- c) deposit all money received on the Board's behalf to the credit of that account or accounts; and
- d) disburse the money as the Board directs.

6.4.3 In addition, the Treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the Board.

6.5 Terms of Reference of the Chief Executive Officer (CEO)

6.5.1 In accordance with the Public Libraries Act, s. 15(2), the Woodstock Public Library Board appoints the CEO, who shall attend all board meetings.

6.5.2 The Board delegates the authority for management and operations of services to the CEO.

6.5.3 As an officer of the Board, the CEO:

- a) does not vote on Board business;
- b) sits ex-officio on all the committees of the Board, and acts as a resource person;
- c) assists and supports the Board at the presentation of the Library budget before the Council;
- d) reports directly to the Board on the affairs of the Library, and makes recommendations he or she considers necessary; and
- e) interprets and communicates the Board's decisions to the staff.

7.0 Meetings of the Board

Board members must meet regularly to ensure the proper governance of the Library, and to conduct the business of the Board. Since the Board 'as a whole' has the authority to act, and not individual members, the Board meeting is the major opportunity for the Board to do its work – to make decisions, solve problems, educate Board members, plan for the future, and review monitoring or evaluation material submitted by staff. This by-law sets procedures to follow for meetings and ensures compliance with the Public Libraries Act, R.S.O. c. P44.

7.1 Types of Meetings

7.1.1 In accordance with the Public Libraries Act, s. 16.1(2), Board meetings will be open to the public unless the subject matter being considered falls within the parameters of the Public Libraries Act, s. 16.1(4) as stated in section 7.1.5 or 7.1.6 of this by-law.

7.1.2 In accordance with the Public Libraries Act, s. 16(1), the Woodstock Public Library Board shall hold regular meetings once a month, at least seven (7) months each year, and at such other times as it considers necessary.

7.1.3 In accordance with the Public Libraries Act, s. 14(1), the first meeting shall be called by the Chief Executive Officer (CEO) of the Woodstock Public Library Board, in each new term, upon receipt of the confirmation of appointments from the City Clerk. This inaugural meeting shall be held as soon as possible, after the appointments are made by City Council. At this first meeting, the CEO oversees the election of the officers. The elections begin with the position of Chair.

7.1.4 In accordance with the Public Libraries Act, s 16(2), the Chair or any two (2) members of the Board may summon a special meeting by giving each member

reasonable notice in writing, specifying the purpose for which the meeting is called, which shall be the sole business transacted at the meeting.

- 7.1.5 In cases where a prompt decision is required and scheduling a meeting may not be practical or expeditious, the Chair may choose to seek an electronic vote via email or other electronic means. Electronic votes may only be held once all Board members have responded to the call for the vote in writing (by email). Votes will be decided by a simple majority. Motions pertaining to changes to this by-law shall not be conducted by electronic voting. Decisions made by electronic voting will be reported as part of the next scheduled Board meeting for ratification and inclusion in the minutes.
- 7.1.6 In accordance with the Public Libraries Act, s. 16.1(4), a meeting or part of a meeting may be closed to the public 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; and
 - g) a matter in respect of which a Board or committee of a Board may hold a closed meeting under another Act.
- 7.1.7 In accordance with the Public Libraries Act, s. 16.1(5), 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, R.S.O. 1990, c. M56, if the Board or committee of the Board is the head of an institution for the purposes of that Act.
- 7.1.8 In accordance with the Public Libraries Act, s. 16.1(6), 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 purpose of the holding of the closed meeting; and
 - b) the general nature of the matter to be considered at the closed meeting.

7.2 Order of Proceedings

7.2.1 Parliamentary authority

The rules contained in the current edition of *Bourinot's Rules of Order* shall govern the proceedings of the Library Board in a case where no procedural by-law of the Board is in place.

7.2.2 Call to Order

- a) Meetings shall be called to order by the Chair on the hour fixed for the meeting.
- b) In the absence of the Chair, the Vice-chair will preside over the meeting.

7.2.3 Chairing the Meeting

The function of the Chair is to act in a leadership role to the Board, ensuring that business is dealt with expeditiously, and to help the Board work as a team. It is the duty of the Chair of the Woodstock Public Library Board to:

- a) open meetings of the Board by calling the members to order;
- b) announce the business before the Board in the order in which it is to be acted upon;
- c) receive and submit, in the proper manner, all motions presented by the members of the Board;
- d) put to vote all motions which are moved and seconded in the course of proceedings, and announce the results;
- e) decline to put to vote motions, which infringe the rules of procedure;
- f) restrain the members, when engaged in debate, within the rules of order;
- g) exclude any person from a meeting for improper conduct;
- h) enforce the observance of order and decorum among the members;
- i) authenticate, by signing, all By-law, resolutions, and minutes of the Board;
- j) instruct the Board on the rules or order;
- k) represent and support the Board, declaring its will, and implicitly obeying its decisions in all things;
- l) receive all messages and communications on behalf of, and announce them to, the Board; and

- m) ensure that the decisions of the Board are in conformity with the Laws and By-law governing the activities of the Board.

7.3 Quorum

- a) In accordance with the Public Libraries Act, s. 16(5), the presence of a majority of the Board is necessary for the transaction of business at a meeting.
- b) Where a quorum is not present within fifteen (15) minutes of the hour fixed for a meeting, the Secretary shall record the names of the Board members present and the meeting shall stand adjourned until the next meeting, or until a special meeting is called.
- c) Nothing in the foregoing shall prohibit the members in attendance at a regular meeting, when no quorum is present, from constituting themselves as a committee dealing with such agenda items as they see fit. However, no decisions taken at such meeting may be executed until ratified by motion at a regular meeting of the Board.
- d) 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.
- e) When the number of members disabled by Conflict of Interest from participating in the meeting is such that the remaining members are not of sufficient numbers to constitute a quorum, the remaining number of members shall be deemed to constitute a quorum providing they are not fewer than two (2).

7.4 Attendance at Meetings

- 7.4.1 In accordance with the Public Libraries Act, s. 13(c), should a member be absent for three (3) consecutive months without being authorized by a Board resolution, the Board shall consider the member disqualified from the Board, and notify the appointing council that the seat is vacant.
- 7.4.2 Members shall notify the Board Secretary and Board Chair if they are unable to attend the regular meeting. Meeting attendance shall be recorded.
- 7.4.3 Board members may attend library board meetings remotely via teleconference or Internet video conferencing call.
 - a) As all board meetings are open to the public, these meetings must be conducted in such a way that all members participating can hear each other, at the same time, and that the public can also hear the deliberations.

- b) A member of the library board or a committee may attend, participate and vote at an open or closed meeting remotely, if the member is prevented from physically attending because of:
 - i. personal illness or disability; or
 - ii. employment purposes or the business of the public good; or
 - iii. a family or other emergency.
- c) Members who wish to attend a meeting remotely must give four (4) hours before the commencement of the meeting to the Board Secretary so that the equipment can be made ready.
- d) Meeting minutes will reflect that a member is participating remotely
- e) The Vice-Chair chairs the meeting, when the Chair of the library board attends the meeting remotely, if necessary.
- f) Quorum applies to the members attending in person and remotely.

7.5 Public Conduct at Board Meetings

7.5.1 Members of the Public will be courteous and not engage in any action that disturbs the meeting.

7.5.2 Members of the public will not:

- a) make any noise or disturbance that prevents members from being able to participate in a meeting;
- b) address the Board without a prior appointment, or without Board permission at the meeting;
- c) use unparliamentarily or offensive language.

7.5.3 In accordance with the Public Libraries Act, s. 16.1 (3) the Board Chair may expel any person for improper conduct at a meeting.

7.6 Delegations

7.6.1 Delegations wishing to make a presentation to the Board regarding a specific issue must notify the CEO of their intention at least one (1) week prior to the meeting. Delegations will be scheduled at the beginning of the public portion of the meeting.

7.6.2 Presentations will be limited to five (5) minutes, with five (5) more minutes for questions from the Board members. The matter addressed by the delegation will be discussed by the Board as a regular part of the agenda.

7.6.3 Delegations can be added to the agenda at the meeting by amending the agenda at the pleasure of the Board.

7.7 Agenda

- a) The agenda focuses the discussion in order to make good use of the Board's time. Meetings of the Board 'as a whole' do not re-do the work of the staff or of the committees.
- b) Prior to each regular meeting, the CEO, under the guidance of the Chair, shall prepare or cause to be prepared an agenda of all the items planned for the meeting and shall ensure that the agenda, supporting documentation and the minutes of the last regular meeting, including the minutes of any special or committee meeting held no less than three (3) days before the planned regular meeting, are delivered to every Board member not less than three (3) days before the time appointed for the commencement of such meeting.
- c) Notice of all Board meetings will be made available on the Library's website.
- d) Board members may be notified of Committee or special meetings electronically.
- e) The order of business for all regular meetings of the Board shall be as determined by the Board.

7.8 Motions

7.8.1 All formal decisions of the Board will be made on the basis of motions.

7.8.2 Moving a Motion: To make a motion, a member must first have the floor. A motion properly moved before the Board must be dealt with before any other motion can be received, except a motion to amend or adjourn.

7.8.3 Seconding a Motion: Every motion must be seconded by a different member than the mover. A motion will not be debated until it has been moved and seconded and put on the floor by the Chair. The Chair will not put any matter to the vote, and a member will not move a procedural motion to have the vote taken, until every member who wishes to speak has spoken at least once. After members debate the motion, the Chair puts the question to a vote and announces the voting result.

7.8.4 Notice of Motion: A notice of motion shall be defined as a resolution that a member of the Board brings forward for consideration by the Board, when the context of the resolution is not urgent. Members of the Board may submit a notice on any item which may be dealt with at the next meeting of the Board, in order to provide time for the preparation of a staff report or added time for the Board to

consider the matter further. If possible, motions should be submitted in writing at the meeting of the Board, but should not be debated, or otherwise dealt with until the next regular Board meeting.

7.8.5 Amending a Motion: only one motion to amend the main motion will be allowed.

7.8.6 Rescinding a Motion: Motions to rescind previous resolutions require at least seventy-two (72) hours written notice. A supermajority vote (one vote more than a simple majority) is necessary to rescind a previously approved motion.

7.9 Voting

7.9.1 All motions at Board meetings are decided by a majority of votes cast. A motion to add, amend or remove this By-law shall require a supermajority vote of the members in order to be carried.

7.9.2 In accordance with the Public Libraries Act, s. 16(6), the Chair or acting Chair of the Board may vote with the other members of the Board upon all questions. Any question on which there is an equality of votes shall be deemed to be negative.

7.9.3 All votes and elections shall be by show of hands.

7.10 Minutes

7.10.1 Once approved, minutes of meetings are the official record of decisions, and provide direction for officers and employees in their subsequent actions.

7.10.2 Minutes are approved at the next meeting of the Board.

7.10.3 Minutes (excluding in-camera minutes) are public documents and shall be made available to the public via the library website.

7.10.4 Minutes of closed meetings are kept separately and held to be confidential.

8.0 Committees of the Board

Section 20(i) of the Public Libraries Act, empowers the Board to strike committees as it considers expedient in order to further the work of the Board.

8.1 Duties of Committees

8.1.1 The purpose of committees is to facilitate the business of the Board.

8.1.2 Committees shall operate within the terms of reference established and approved by the Board.

8.1.3 Committees shall appoint a committee chair and recording secretary.

- 8.1.4 Committees shall coordinate their work, do research, and draft documents to be reviewed and make recommendations to the Board, as a whole, for approval.
- 8.2 Types of Committees
- 8.2.1 Standing Committees will be permanent committees that deal with a specific issue.
- 8.2.2 Ad Hoc Committees may be established by motion of the Board to deal with matters before the Board. Ad Hoc Committees shall:
- a) operate for a defined period of time and have a specific purpose which must be defined in a written terms of reference; and
 - b) be discharged by motion of the Board once their work has been completed.
- 8.3 Committee Membership
- 8.3.1 Standing Committees membership will consist of Board members.
- 8.3.2 Ad Hoc Committee membership will consist of Board members and may include non-Board members.
- 8.3.3 The CEO will be an ex officio member of all committees and shall do all those things necessary to further the work of the committee.
- 9.0 Amendments of the By-law**
- This By-law contains the fundamental governing rules of the Board. The purpose of this section is to state the conditions under which the By-law is amended.
- 9.1 The By-law may be amended in response to legislation or when circumstances change.
- 9.2 Any member of the Board can propose a review or an amendment for the By-law.
- 9.3 All members of the Board will receive notice and details of changes at the Board meeting prior to the meeting at which time a motion for amendment may be tabled.
- 9.4 A motion to add or amend the By-law shall require a supermajority vote (one vote more than a simple majority) of the members in order to be carried.
- 9.5 By-law amendments are effective at the time of approval by Board motion.

RELATED DOCUMENTS AND POLICIES

Public Libraries Act, R.S.O. 1990, c. P.44

Municipal Act, 2001, S.O. 2001, c. 25

Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50

Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c.M.56

Woodstock Public Library – Board Members’ Code of Conduct

Collective Agreement – CUPE Local 1146 – Library Unit

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