Milton Public Library Board

Procedural By-Law

The Milton Public Library Board (hereinafter called the "Board") is appointed by Milton Council via By-law #91-86 acting in accordance with the *Public Libraries Act,* R.S.O 1990 Chapter P.44 ("Act")

1. General

1.1 Purpose

The Board's purpose is to provide Miltonians with comprehensive, efficient public library services reflecting the diversity of the Milton community.

1.2 Powers & Responsibilities

The powers and responsibilities of the Board are those outlined in the Act, namely to:

1. Establish policies that effectively govern the operations of the library;
2. Appoint a Chief Executive Officer (hereineafter called the "CEO") who will have general supervision over and direction of the operations of the library and staff;
3. Develop, approve and monitor all short- and long-range plans of the library including strategies for implementation;
4. Monitor the finances of the library and ensure ethical and sound financial operations;
5. Assess relevant information regarding library service for the community;
6. Endorse service priorities and advocate for appropriate funding to achieve service priorities;
7. Advocate to gain support and approval for library services in the community
8. Cultivate positive relationships with Town of Milton and community leaders; and
9. Conduct annual performance appraisals for the CEO.

1.3 Remuneration

Board members will be reimbursed for travel and other expenses incurred whilst conducting Board approved business.

2. Composition

The Board shall be composed of the following members:

Up to Nine (9) members consisting of minimum two (2) Councillors, and up to seven (7) members appointed by Municipal Council from the public at large.

As per the Ontario Public libraries Act, R.S.O.1990, c.P.44, the appointing council shall not appoint more of its own members to a board than the number that is, in the case of a public library board or union board, one less than a majority of the board.

2.1 Selection of Members

A person is qualified to be appointed as a member of the Board if they are either a member of the appointing Council and/or;

a) at least eighteen (18) 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) a resident of Milton, and

d) not employed by the Town of Milton or Milton Public Library.

2.2 Skills & Experience

In order to be appointed to the Board a member must:

a) Evidence a commitment to the provision of a wide ranging and efficient public library service that responds to evolving community needs;

b) Evidence an understanding of the important role of public libraries within the community;

is fully committed to the ongoing development of MPL;

c) Fully understand the role of a Governance Board and how they function; commit to achieving effective governance;

d) Fully understand the delineation of responsibilities between the Governance Board and the operational responsibilities of the CEO/ staff;

e) Be fully committed to supporting the CEO in the role and achieving positive working relationships; previous experience of managing senior level staff is essential;

f) Be fully committed to achieving a strong working relationship between Council and the Board;

g) Cognisant of the need for maintaining positive relationships between MPL and the Town of Milton; must be supportive of the CEO / Senior MPL staff in building and maintaining strong working relationships with Town Staff;

h) Have experience with and/ or understanding of the annual municipal budget cycle;

i) Have an understanding of legislation that impacts public libraries in Ontario; and

j) Understand the interrelationship between provincial and municipal politics and how this impacts public libraries.

Desirable skills include

k) Experience in the development of strategic plans;

l) Recent experience on a public library or other not for profit board an asset.

2.3 Disqualification

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 2.1 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.

2.4 Resignations

Resignations must be forwarded, in writing, to the Chair.

If a resignation or a vacancy arises, 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.

2.5 Term

Board members shall be appointed for a term that runs concurrent with the term of the appointing Council or until a successor is appointed in the result of a resignation/ disqualification.

2.6 Reappointment

Board members may be reappointed for one (1) further term to a maximum of two (2) 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)

2.7 Council Discretion

Notwithstanding the above, Council, in its sole discretion, may waive the maximum two (2) term service on a Board or Committee. (As per Corporate Policy No. 25)

3. Officers of the Board

3.1 The officers of the Board shall be the Chair, Vice Chair, and the CEO as Secretary /Treasurer,

3.2 The Chair and Vice Chair shall be elected at the first regular Board Meeting of the term from among the Board's membership. Each officer shall serve for the term of the Board. Upon the resignation of the Chair or Vice Chair, elections will be held within 60 days.

The Chair shall:

a) preside at the meetings of the Board;

b) conduct Board meetings in accordance with the Act and other relevant legislation within the rules of procedure adopted by the Board;

c) 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;

d) serve as an ex-officio member of all Board committees

e) act as one of the authorized signing officers of all documents pertaining to Board business;

f) represent the Board at public or private meetings for the purpose of conducting, promoting or completing the business of the Board;

g) advise the Vice-Chair if, for any reason, the Chair is temporarily unable to perform these functions.

The Vice-Chair 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.

The Secretary/Treasurer shall:

a) conduct the Board's official correspondence;

b) keep minutes of every meeting of the Board;

c) receive and account for all the Board's money;

d) deposit all money received on the Board's behalf to the credit account or accounts;

e) disburse the money as the Board directs.

4. Board Meeting Structure

4.1 Meetings

All Board meetings are open to the public with the exception of those matters as outlined in section 4.12. At such time, the Board will determine with a majority vote to move into a Confidential Session.

4.2 Regular meetings

The Board will hold regular Board meetings at least nine times per year. The meetings will be held in January, February, March, April, May, June, September, October and November. Board meetings are generally held on the third Wednesday of the month at 7pm though dates and times may be changed with agreement from a majority of the Board.

4.3 Location of Meetings

Board Meetings are typically held in the boardroom of the Main Library at 1010, Main Street East., Board Meetings however may be moved to an alternate location. The location will be published as part of the Meeting Agenda.

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 and posted on the Milton Public Library website a minimum of four (4) days prior to meetings.

Any member wishing to place an item on the agenda should submit their request to the CEO or the 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.

Board Members are encouraged to attend Board Meetings in person however are permitted to attend virtually. Requests for virtual attendance must be provided to the Chair and Secretary no later than10 a.m. the day of the meeting.

Members should notify the CEO (or designate) if they are unable to attend a meeting.

Per the Act, absence from three (3) consecutive meetings without authorization by Board resolution will result in the member being disqualified and the seat declared vacant at which time the Town Clerk will be notified.

4.6 Quorum

The presence of a minimum of half of the Board members is necessary to achieve quorum and for the transaction of business at a meeting. The Chair can call the meeting to order as soon as quorum is achieved.

If quorum is not present thirty (30) 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 in order to satisfy by-law requirements that the meeting was held, declaring no quorum and then 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, confidential session.

4.7 Order of Business

The order of business for regular meetings will usually be as follows:

1. Land Acknowledgement
2. Convene and confirm the agenda
3. Declaration of Interest
4. Presentations or Delegations
5. Confidential Sessions (where necessary)
6. Consent Agenda including
    a. Previous Board and Committee Meeting Minutes
    b. Correspondence
    c. Financial Report
    d. Staff reports
7. Discussion Items

8. Reports and Council Updates
9. Other Business
10. Future Meetings and Events
11. Adjournment

4.8 Use of Consent Agenda

The Milton Public Library Board will make use of a Consent Agenda. Every board member is responsible for ensuring that they have read the supporting documents relating to Consent Agenda items in advance of the meeting to ensure that due diligence is exercised. When the Chair sets the Agenda (in consultation with the CEO and any Board Members making requests), he or she may assign items to the Consent portion of the Agenda. Typical consent agenda items are routine, procedural decisions, and decisions that are likely not to require discussion. Items listed under the consent agenda are adopted in a single motion and the passage of such motion is taken to confirm that all recommendations as proposed in the relevant staff reports are approved. Any board member may request the separation of an item from the consent agenda for discussion purposes prior to the motion to adopt being placed or voted upon. Typical reasons for this request are that the member wishes to ask a question about a report or wishes to have a vote recorded. However, no justification need be given and the issue is not debatable. Once a request is made, the item is dealt with as a separate agenda item (either immediately or at a later point in the agenda, at the discretion of the Chair).

4.9 Voting

Voting is carried out by a show of hands, unless otherwise indicated.

All decisions shall be made at the public meeting.

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.

4.10 Conflict Of Interest

A conflict of interest represents a conflict between personal interest and the interest of the Board and the responsibility as a Board member. The conflict can be real or perceived. It is the Board members responsibility to be aware of and declare a conflict of interest in accordance with the

Municipal Conflict of Interest Act, R.S.O. 1990, Chapter M.50, Amendment 2009, c.33, Sched. 21, s.7 :

A member shall declare a conflict of interest in accordance with the Municipal Conflict of Interest Act and shall, prior to any consideration of the matter at a meeting, disclose the interest and the general nature thereof; shall not take part in the discussion of, or vote on any motion in respect of the matter, and shall not attempt in any way whether before, during or after the meeting to influence the voting on any such motion.

If the conflict is with respect to an item on a closed session agenda, in addition to complying with these requirements the member must leave the closed session or that part of the closed session during which the matter is under discussion.

Where the interest of a member has not been disclosed by reason of the member's absence from the meeting, the member shall disclose the conflict of interest and otherwise comply with the conflict of interest requirements at the next Board meeting attended.

4.11 Delegations

Residents and community association representatives may attend and address the Board as a delegation at any Regular meeting. All requests to delegate shall be permitted for business matters on the agenda only.

Delegations must submit a written request to speak as a delegation a minimum of two (2) days prior to the Board meeting including the complete name, address, telephone number and email address of the delegate; the topic / reason(s) for the delegation; and a written copy of the transcript on the topic the delegate will be speaking about.

The delegation will be included on the Board agenda and the designated spokesperson may speak on the matter for a total of ten (10) minutes unless extended by Board motion. After the delegation is completed, the Board reserves the right to ask questions of the delegate for clarification purposes only and without debate.

Board members will not discuss or debate the delegation topic and may request a staff report as a follow-up to the delegation to be presented at a future meeting.

The decision to accept the delegation will be made by the CEO in consultation with the Chair.

Unscheduled delegations require a two-thirds vote of the Board members to proceed.

4.12 Public Conduct

Members of the public will be courteous and will not engage in any action that disturbs the meeting including:

a) the making of any noise or disturbance that prevents members from being able to participate in a meeting;

b) addressing the Board without a prior appointment, or without Board permission at a meeting; and

c) the use of offensive language.

The Chair may expel any person for improper conduct at a meeting. (Act.16.1(3))

4.13 Confidential Session Meetings

As per the Public Libraries Act and the Municipal Act, a meeting may be closed to the public if the subject under discussion meets any of the following criteria:

a) the security of property of MPL;

b) sensitive personal matters about an identifiable individual, including Board members;

c) a proposed or pending acquisition or disposition of property by the Board;

d) labour relations or employee negotiations;

e) litigation or potential litigation affecting MPL and/or the Board; and

f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose.

The Board may invite appropriate persons to attend confidential sessions, on an as-needed basis

A motion to move into confidential session must be moved, seconded and approved by majority vote. No additional items may be added to the confidential session agenda once the session has moved into the confidential session without prior approval of the Chair.

The Board Secretary (or designate) takes the minutes of the confidential session meetings. Minutes are kept brief and do not contain the discussions at the confidential session meeting. Motions passed during confidential sessions are ratified when the Board returns to its regular meeting. Minutes are approved at a subsequent confidential session meeting. Minutes are circulated to the Board and appropriate staff.

Confidential session minutes will be kept in a locked cabinet in the office of the CEO and not made part of the public record. Once approved, the minutes will be returned to the Board secretary by each member for destruction.

All confidential items that involve the CEO including performance evaluations, discipline etc. should be provided to the Director, Human Resources, Town of Milton. Public minutes from the confidential items should indicate the care and control of minuets for each item. For example

"Board approved a confidential report regarding the performance evaluation for the CEO. Minutes are under the care and control of the Director, Human Resources, Town of Milton"

4.14 Special Meetings

As per the Act, the Chair or any two (2) Board members may call a special meeting at any time, with a minimum of forty-eight (48) 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 obtained.

4.15 Ad-hoc Committees

The purpose of committees is to facilitate the business of the Board. Committees shall operate within the Terms of Reference established and approved by the Board.

The Board may establish ad-hoc committees as required 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.

4.16 Minutes

Minutes are recorded by the appointed recording secretary for all Board and Committee Meetings. Minutes will be included in the meeting package for the subsequent Board Meeting additions or corrections are brought to the following full board meeting for adoption in the minutes.

The CEO or designate shall file a copy of the minutes of each meeting (draft or otherwise) with the Town's Clerks Office no later than 21 days after each meeting.

Once approved a hard copy form of all Agenda packages (excluding confidential Reports) and Minutes are kept in the Main Boardroom. Minutes should include details on the record of all confidential items.

5. Authority

The Board shall use this Procedural By-Law for the dispatch of its business. If any procedural rules and practices conflict with those of the Town of Milton's Procedural By Laws, the Board's Procedural By Laws shall take precedence over the Town's.

6. Code of Conduct

Citizen members shall comply with, and sign off on the Town of Milton Code of Conduct for Local Boards attached as Appendix A.

Updated September 2024 through **Motion #24-1950**
Updated May 2026 through Motion $26-2047

Appendix A

TOWN OF MILTON CODE OF CONDUCT FOR LOCAL BOARDS - NON-ADJUDICATIVE & ADJUDICATIVE

Part 1

General Introduction, Framework and Interpretation Guiding Principles

1: Avoidance of Conflicts of Interest

2: Gifts, Benefits and Hospitality

3: [intentionally left blank]

4. Confidential Information

5: Use of Town Resources

6: Election Campaigns

7: Improper Use of Influence 8: Business Relations

9: Member Conduct

10: Media Communications

11: Respect for the Town By-laws and Policies 12: Respectful Workplace

13: Conduct Respecting Staff

14: [intentionally left blank]

15: Reprisals and Obstructing

16: Acting on Advice of Integrity Commissioner

Part 2

[Adjudicative Boards only]

17: Additional Requirements for Members of Adjudicative Boards

18: Communications with Parties

19: Independent Nature of Adjudicative Tribunals

Part 3



- Complaint Protocol
- Consequences of Failure to Adhere to Code of Conduct

Part I

General Introduction, Framework and Interpretation

This document is a Code of Conduct for members of Local Boards, both adjudicative and non-adjudicative. Local Boards, sometimes referred to as committees or tribunals, are as defined in

s.223.1 of the Municipal Act and as identified by the municipality.

Some additional restrictions apply to adjudicative boards and these are specified. The Code of Conduct for Local Boards follows the same organizational structure as the Council Code of Conduct. Definitions and commentary contained in the Council Code of Conduct may apply, where relevant, with necessary modifications and may be referred to for clarification and interpretive assistance in understanding this Code. Provisions of the Council Code of Conduct which are not relevant to members of Local Boards have been eliminated from this document.

Guiding Principles

Members shall act with honesty and integrity, serving in a diligent manner, and performing their duties in a manner which promotes public confidence.

Rule 1: Avoidance of Conflicts of Interest

Members shall avoid situations of real or apparent conflict of interest or bias.

Members shall avoid participating in or influencing a proceeding when the member, or another person with whom the member has a close person or professional relationship, has a financial or other private interest that may be affect by the proceeding or its outcome.

Members shall not appear before the Local Board or committee on their own behalf or as a representative on behalf of any party.

Commentary: Members of BIAs will frequently have an 'interest in common' as business owners. Care should be taken to recognize an interest, when the Member stands to gain or otherwise benefit, in a manner that can be differentiated from others in the BIA. Where a Member contributes to an event 'at cost', no 'interest' is deemed to arise by reason only that the Member's business is a sponsor of the event

Rule 2: Gifts, Benefits and Hospitality



No Member shall accept any Gift, except for Gifts that are deemed to have zero value in the Council Code of Conduct.

Rule 3: [Intentionally left blank]

Rule 4: Confidential information

Members shall not disclose to any member of the public any confidential information acquired by virtue of their position.

Confidential information includes any discussion that takes place between members of the Local Board or Committee when it is in a closed meeting.

Rule 5: Use of Town Resources, Election Campaigns

No member should use municipal equipment or staff, or other municipal services or resources for their own private purposes, or for election campaign purposes.

Rule 6: Election Campaigns

No member, while identifying themselves as a member of a Local Board, shall undertake any election campaign or election-related activities or work on, fund-raise, endorse or otherwise contribute to the election campaign of any person running in the municipal election for the municipality where the member serves on the Local Board.

Rule 7: Improper Use of Influence, Business Prospects

No member shall use the influence of his or her position for any purpose other than the duties as a member of the Local Board.

Rule 8: Business Relations

No member shall allow the prospect of future employment by a person or entity to affect the performance of his/her duties as a member of the Local Board.

Rule 9: Member Conduct

Members shall conduct themselves with decorum at all times.

Members shall maintain proper control over meetings demonstrating respect for everyone who is involved in the meeting. Members are expected to attend all meetings of the Local Board or Committee. If a member misses more than three (3) meetings during their term, the Chair, after

hearing and considering any explanation provided by the member, may ask the member to resign, or request that Council remove the member.

Rule 10: Media Communications

Members shall accurately communicate recommendations and proceedings of their Local Board.

If a member is contacted directly by the media, the member should refer the media to the Chair, or in the absence of the Chair, to the Vice-Chair.

Rule 11: Respect for the Town By-laws and Policies

Members shall adhere to and encourage public respect for the Local Board, the municipality and its by-laws, policies and procedures.

Rule 12: Respectful Workplace

Members are governed by the relevant workplace harassment policies in place for staff. Rule 13: Conduct Respecting Staff

Members shall be respectful of the role of staff to advise based on political neutrality.

Members shall respect the professionalism of staff, and not exert undue influence on staff. Rule 15: Reprisals and Obstructing

It is a violation of this Code of Conduct to obstruct the Integrity Commissioner in the carrying out of his/her responsibilities.

It is a violation of this Code of Conduct to engage in any activity in retaliation against any person because he/she has made a complaint to or otherwise communicated with the Integrity Commissioner.

Rule 16: Acting on Advice of Integrity Commissioner

Advice given by the Integrity Commissioner is binding on the Integrity Commissioner in the event of a complaint.

Part 2

ADDITIONAL REQUIREMENTS APPLICABLE TO MEMBERS OF ADJUDICATIVE LOCAL BOARDS

Rule 17: In addition to the provisions applicable to Members of Non-adjudicative Local Boards, the following additional requirements are applicable with respect to the referenced rule:



Rule 2: Gifts, Benefits and Hospitality

Members should recuse themselves from any hearing, to avoid any perception of bias or conflict of interest which may arise as a result of a gift, benefit or hospitality provided by any of the parties or participants potentially affected by the decision of the Local Board.

Rule 6: Election Campaigns

Members of Adjudicative Local Boards are prohibited from fundraising for, endorsing, or otherwise contributing to the election campaign of any person running for a seat on Council.

Rule 10: Media Communications

Members of adjudicative boards should generally not comment to the media in relation to any decision made by the board or the rationale behind such decision. On the rare occasion when a comment may be appropriate, only the Chair shall serve as a media contact and all enquiries shall be referred to him/her.

Rule 18: Communications with Parties

Written communication to an adjudicative board shall take place only through the Secretary of the board or the appropriate municipal staff assigned to such board, and shall be copied to all parties or their representatives as appropriate. Oral communications with the adjudicative board about current proceedings shall take place only in the presence of or with the consent of all parties.

Where a party is represented by a representative, all communication between the adjudicative board and the party shall be through the representative, with the exception of notices of hearing, which shall be served upon all parties and their representatives known to the adjudicative board as appropriate.

Rule 19: Independent Nature of Adjudicative Boards

The Chairs of adjudicative boards should ensure that the actions of any member, as well as Council members and staff attending adjudicative board meetings, are consistent with the arm's-length, quasi-judicial nature of the adjudicative board. Any actions compromising this position should be immediately dealt with by the Chair or panel chair.

Members of adjudicative boards operating at arm's-length from Council should refrain from seeking advice on their roles and responsibilities from Council members. In clarifying their roles and responsibilities, members should seek advice from appropriate staff.



An adjudicative board is required by the applicable laws to operate at arm's-length from and independently of Council. Members should therefore not request members of Council to intervene on applications considered by the adjudicative board. Under the Council Code of Conduct, members of Council are only permitted to communicate to the adjudicative board regarding a matter before the board by a letter addressed to the Secretary of the board which is available to all parties.

Part 3

COMPLAINT PROTOCOL

The Complaint Protocol contained in the Council Code of Conduct applies with necessary modifications to complaints regarding members of Local Boards.

CONSEQUENCES OF FAILURE TO ADHERE TO CODE OF CONDUCT

Members who are found by the Integrity Commissioner to have failed to comply with the Code of Conduct for Local Boards may be subject to the following sanctions:

(a) A reprimand; or

(b) Suspension of remuneration paid to the member in respect of his or her services as a member of the Local Board (if any).

Members may also be subject to such other remedial actions recommended by the Integrity Commissioner that directly flow from the action or behaviour of the member of the Local Board.

Members are subject to removal from the Local Board, or removal as Chair of the Local Board, by Council.