



Policy Type: **Governance**

Policy Number: **G-1**

Policy Title: **Statement of Authority and Principles of Governance**

Policy Approved: March 22, 2016
Next Review: 2019

1. POLICY

1.1 The Windsor Public Library Board bears legal responsibility for the Windsor Public Library by ensuring that it operates in accordance with the **Public Libraries Act, R.S.O. 1990, chapter P.44** as amended.

2. PURPOSE

The purpose of the Governance Policies/Bylaws is to define the legal authority of the Windsor Public Library Board.

2.1 In accordance with the **Public Libraries Act, R.S.O. 1990, chapter P.44, section 3 (1)**, the council of the municipality of Windsor established the Windsor Public Library by the adoption of municipal bylaw # 829 July 9, 1894.

2.2 In accordance with the **Public Libraries Act R.S.O. 1990, chapter P.44, section.3 (3)**, the Windsor Public Library is governed by the Windsor Public Library Board with charitable status #108215567 RR0001.

2.3 As per City Council resolution CR243/2013 and the Operating Agreement of December 9, 2014, the Windsor Public Library operates “akin” to a City department but is a distinct entity overseen by the Windsor Public Library Board.

2.4 The official records of the Windsor Public Library Board are kept at the Windsor Public Library central branch.

2.5 The Windsor Public Library Principles of Governance requires decisions that are based on data and are in the best interest of the Windsor Public Library, including:

- a)** Accurate and transparent financial accountability.
- b)** Sustainable short and long term planning.
- c)** Continuous community engagement.
- d)** Supporting excellent customer service.
- e)** Maintaining a healthy and safe workplace.



Policy Type: **Governance**

Policy Number: **G-2**

Policy Title: **Board Purpose, Powers and Duties**

Policy Approved: March 22, 2016

Next Review: 2019

1. POLICY

1.1 The Windsor Public Library Board is committed to efficient and effective decision making.

1.2 The Windsor Public Library Board is committed to supporting the mission of the Windsor Public Library.

2. PURPOSE

2.1 The purpose of the Windsor Public Library Board is to provide comprehensive and efficient public library services to the residents of Windsor, as established by the **Public Libraries Act R.S.O. 1990, chapter P.44 (20)** and in accordance with the Windsor Public Library mission.

2.2 All Board members have the same rights, responsibilities, authority and obligations which are categorized by the following:

a) Policies

- i. Establish, review and adopt library specific policies.
- ii. Adopt and apply City of Windsor policies to govern the general operation of the library.

b) Planning

- i. Establish and monitor short and long term library planning goals.
- ii. Establish and review; reporting mechanisms, feedback activities and metrics.

c) Advocacy

- i. Advocate and champion the library at all levels of government.
- ii. Make friends, open doors and build relationships within the community.

d) Funding

- i. Recommend to City Council an annual operating budget and capital forecasts.
- ii. Establish, adopt and review financial reports including an annual audit and annual report.

e) Reporting

- i. Ensure that accurate public and financial records are kept.
- ii. Evaluate the performance of the library.



Policy Type: **Governance**

Policy Number: **G-3**

Policy Title: **Board Composition**

Policy Approved: March 22, 2016

Next Review: 2019

1. **POLICY**

1.1 The Board Composition Policy establishes the framework and operations of the Windsor Public Library Board.

2. **NUMBER OF MEMBERS**

2.1 As per the **Public Libraries Act R.S.O.1990, chapter P44** the Windsor Public Library Board is composed of at least 5 individuals appointed by City Council, including:

- a) At least one member of City Council.
- b) A majority of citizen appointments approved by City Council.

3. **APPOINTMENTS**

3.1 As per the **Public Libraries Act, R.S.O. 1990, chapter P.44, section 10 (3) and (13)**, Library Board members shall be appointed for a term concurrent with the term of council. Board members must be a member of City Council or a:

- a) Canadian citizen;
- b) Resident of the City of Windsor.
- c) At least 18 years of age.
- d) Not employed by the Windsor Public Library or City of Windsor.

3.2 As per the Windsor Public Library/City Operating Agreement the Board shall appoint the:

- a) City Solicitor or designate as the Board Solicitor.
- b) City Treasurer or designate as the Board Treasurer.
- c) City Clerk as the Freedom of Information/ Protection of Privacy Officer.

4. **BOARD OFFICERS**

4.1 The Windsor Public Library Board has three Officers; Chair, Secretary and Treasurer.

- a) The Chair shall be elected annually from among its members.

5. **RESPONSIBILITIES OF:**

5.1 **Board Chair**

- a) Leads the Board, ensuring the proper conduct of Board business.
- b) Shall not commit the Board to any course of action in the absence of the specific authority of the Board.
- c) Act as the authorized signing officer of all documents.

- d) Speak on behalf of the Board with re: Board discussions, planning and policies.
- e) Shall vote on all questions.
- f) The Chair may be removed from the office of Chair by a two-thirds vote of the Board.
- g) As per the **Public Libraries Act R.S.O.1990, chapter P.44, section 14(4)** in the absence, resignation or removal of the Chair, the Board may appoint one of its members as Acting Chair. The Acting Chair has all the responsibilities of the Chair.

5.2 Secretary

5.2.1 As per the **Public Libraries Act R.S.O.1990, chapter P.44, section 15 (3) and (5)** the Board shall annually appoint the Windsor Public Library CEO as Secretary. The Secretary shall:

- a) Prepare and distribute Board agendas, minutes and reports.
- b) Maintain policies, minutes and official records.
- c) Advise the Chair on meeting agendas and procedures.
- d) Be present at all meetings of the Board.

5.3 Treasurer

5.3.1 As per **Public Libraries Act R.S.O.1990, chapter P.44, section 15** and the Operating Agreement (10), the Treasurer shall:

- a) Receive and account for all Board funds.
- b) Deposit all money received on the Board's behalf to the credit of those accounts.
- c) Disburse funds as the Board directs.
- d) Advise the Board concerning Windsor Public Library budgets and financial planning.
- e) Act as an authorized Signing Officer of all documents pertaining to the financial business of the Board.

6. BOARD MEMBER DUTIES

6.1 All Windsor Public Library Board members shall:

- a) Attend Board meetings having reviewed the Board package.
- b) Participate in Board discussions and decision making.
- c) Advocate and champion the Windsor Public Library.

7. BOARD MEMBERS' CODE OF CONDUCT

7.1 A Board member will be courteous to all members, delegations, volunteers and employees; and will not:

- a) Engage in any action or conduct which disturbs a Board meeting.
- b) Use unparliamentarily, inappropriate or offensive language or actions.
- c) Make any disturbance that disrupts or prevents others from participating in the meeting.
- d) Interrupt a speaker, except to raise a Matter of Privilege or a Point of Order.

- e) Disobey a decision of the Chair on questions of order, practice or on the interpretation of the rules of the Board.
- f) The Chair may:
 - Deny a member the right to speak if the member is disruptive.
 - Expel a member from the meeting who disregards the rulings from the Chair.

7.2 All Board members shall adhere to the City of Windsor [Code of Conduct for members of Council and Local Boards](#) .



Policy Type: **Governance**

Policy Number: **G-4**

Policy Title: **Board Meetings**

Policy Approved: March 22, 2016

Next Review: 2019

1. POLICY

1.1 The Windsor Public Library Board is committed to efficient and effective Board meetings that comply with all relevant legislation.

2. SCHEDULE OF MEETINGS

2.1 As per the **Public Libraries Act R.S.O.1990, chapter P.44, section 16**, the Windsor Public Library Board shall hold meetings once a month at least ten months each year.

2.2 The first meeting of the Board in a new term shall be called after City Council has completed appointments to the Board. The Chief Executive Officer will open the meeting and conduct the election/appointment of Board members.

3. OPEN MEETINGS

3.1 As per the **Public Libraries Act R.S.O.1990, chapter P.44, section 16** the Board shall hold regular meetings. The minutes of all open meetings, once passed by the Board, are public.

4. CLOSED MEETINGS

4.1 As per the **Public Libraries Act R.S.O.1990, chapter P.44, section 16** 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.
- d)** Labour relations or employee negotiations.
- e)** Litigation or potential litigation.
- f)** Advice that is subject to solicitor-client privilege.

4.2 Minutes of all closed meetings are confidential and are provided to Board members as such.

5. QUORUM

5.1 As per the **Public Libraries Act R.S.O.1990, chapter P.44, section 16 (5)**, the presence of a majority of members is necessary for the transaction of business at a meeting. Quorum requirements apply to members attending in person.

6. ABSENCE

6.1 As per the **Public Libraries Act R.S.O.1990, chapter P.44, section 13 (c)** should a member be absent for 3 consecutive meetings, the Board may consider the member disqualified from the Board or pass a resolution authorizing the member's absence.

7. EMERGENCY MEETINGS

7.1 As per the **Public Libraries Act R.S.O.1990, chapter P.44, section 16 (2)**, with 24 hour written notice an emergency meeting may be called by the Chair or by two Board members. The written notice must include the purpose of the meeting and no other business will be transacted without the consent of the majority of the Board.

8. DISCLOSURE OF A CONFLICT OF INTEREST

8.1 Board members are subject to the [Municipal Conflict of Interest Act](#) and the [Municipal Freedom of Information Act](#) and therefore shall:

- a) Disclose the conflict of interest and general nature of the interest before any consideration is given to the matter.
- b) Not take part in the discussion or vote on any question with respect to the matter.
- c) Not attempt before, during or after the meeting to influence the Board's decision making.

9. MOTIONS

9.1 **Rules of Debate** - *Bourinot's Rules of Order* shall govern all meeting, debate and election procedures.

9.2 **Decisions** - all decisions of the Board will be made on the basis of motions, and once passed will be supported by all members.

9.3 **Voting** - all motions except those approving or amending policies, are decided by a majority of votes cast.

10. MINUTES

10.1 The Secretary is responsible for recording and distributing the minutes and Board meeting information package to:

- a) All Board members
- b) City of Windsor

10.2 Board agendas and minutes are public information and will be made available to the public.

11. DELEGATIONS

11.1 Any person or organization wishing to appear before the Board shall submit a written request, including subject matter to be addressed, to the Secretary of the Board no less than 7 days prior to the meeting.

11.2 Delegations will be allocated five minutes to address the subject.

12. CONDUCT OF THE PUBLIC

- 12.1** A member of the public or delegation attending a Board meeting will be courteous to all Board members, guests, volunteers and employees. They will not:
- a)** Use unparliamentarily, inappropriate or offensive language.
 - b)** Make any disturbance that disrupts or prevents others from participating in the meeting.
 - c)** Interrupt a speaker or presentation.
 - d)** Disobey a decision of the Chair.
 - e)** The Chair may warn and/or expel the public or delegations for actions, inappropriate comments or conduct which disturbs the meeting.



Policy Type: **Governance**

Policy Number: **G-5**

Policy Title: **Policy Development and Maintenance**

Policy Approved: March 22, 2016

Next Review: 2019

1. POLICY

1.1 The Windsor Public Library Board is responsible for establishing, monitoring and reviewing library specific policies which set the framework for the governance of the library and provide direction to employees.

2. POLICY DEVELOPMENT

The Library Board shall:

- 2.1 Ensure that policies comply with the **Public Libraries Act R.S.O.1990, chapter P.44**, the Operating Agreement, City policies, plus municipal bylaws, provincial and federal legislation.
- 2.2 Approve new and revised policies with:
 - a) 30 days written notice of the intended amendment.
 - b) 2/3 majority of the votes cast at a duly constituted Board meeting.
- 2.3 Delegate the development, implementation and evaluation of library operating procedure, based on Windsor Public Library policies, to the CEO.

3. POLICY MAINTENANCE AND REVIEW

- 3.1 The CEO is responsible for the maintenance of the Windsor Public Library policies
- 3.2 All library specific policies shall be reviewed by the Board on a 3 year schedule.

4. POLICY EDUCATION AND TRAINING

- 4.1 The CEO is responsible for policy training of the Board and employees.
- 4.2 Board members and employees are responsible for knowing, understanding and complying with the policies of the Windsor Public Library.



Policy Type: **Governance**

Policy Number: **G-6**

Policy Title: **Planning**

Policy Approved: March 22, 2016
Next Review: 2019

1. POLICY

1.1 The Windsor Public Library Board shall maintain an effective planning process to fulfill its mandate under the **Public Libraries Act, RSO 1990, chapter P44, section 20 (a)** and ensure: the vision of the library Board is realized; the library is able to respond to changing needs and trends in the community; decisions support the long term plans of the City of Windsor.

2. SHORT AND LONG TERM GOALS

To accommodate these goals, the Windsor Public Library Board shall regularly:

2.1 Review and assess:

- a)** Financial plans and obligations.
- b)** Customer needs.
- c)** Library services, facilities and resources.
- d)** The priorities of the municipality.

2.2 Report to the City Council, the community and employees on the library's progress in fulfilling its plans.

2.3 Set, monitor and evaluate employees' priorities and goals.

3. SUCCESSION PLANNING

3.1 To recruit new Board members: Board members will identify potential candidates and encourage them to apply to be on the Board.

3.2. To hire a new Chief Executive Officer (CEO), the Board will:

- a)** Review library long and short term priorities plus management skill gaps.
- b)** In consultation with the City of Windsor, recruit and hire a new CEO.
- c)** Support the development of all employees.

3.3 The CEO shall be responsible for employee succession planning, transition plans and mentoring of employees.



Policy Type: **Governance**

Policy Number: **G-7**

Policy Title: **Finance**

Policy Approved: March 22, 2016

Next Review: 2019

1. POLICY

1.1 The Windsor Public Library Board is accountable to the community for the financial affairs of the Windsor Public Library. The Board must ensure adequate controls are in place to fulfill the mission and deliver public library service.

2. FINANCIAL YEAR

2.1 The financial year of the Windsor Public Library Board shall be from January 1 to December 31 each year.

3. AUDIT

3.1 The accounts of the Board shall be audited by auditors approved by the Board and the City of Windsor at the conclusion of each financial year. The audited financial statement shall be provided to City of Windsor.

3.2 In accordance with the **Public Libraries Act, RSO 1990, chapter P44, section 24 (7)**, the accounts of the Board shall be audited, by a person appointed under section 296 of the Municipal Act, S.O. 2001, c. 25 and submitted to the council annually.

3.3 An audit may also be undertaken, at such other times as the Board or City direct.

4. EXPENSE REIMBURSEMENT OF BOARD MEMBERS

4.1 Board members may be reimbursed as per the City of Windsor policy for travel and other expenses incurred in carrying out assigned duties.

5. SIGNING AUTHORITY AND BANK ACCOUNTS

5.1 As per the **Public Libraries Act, R.S.O. 1990, chapter P44, section 15 (4b)**, the Treasurer will open accounts in the name of the Board in a chartered bank, trust company or credit union approved by the Board.

- a)** Contracts/Agreements - two of the following are designated as signing authorities with respect to contacts/agreements: Board Chair, Treasurer, CEO, Director of Corporate Services, or Manager of Finance.

- b) Financial Transactions - two of the following are designated as signing authorities with respect to any financial transactions: CEO, Director of Corporate Services, Manager of Finance, Manager of Collections or Manager of Board Operations.

6. **FINANCIAL MONITORING**

- 6.1 The Board monitors the finances to ensure the ongoing financial position of the library is consistent with the priorities approved by the City of Windsor and the Board.
- 6.2 The CEO will submit a copy of the financial statement to the provincial Ministry responsible for libraries as part of the requirements to complete the Ontario Public Libraries Annual Survey.

7. **BUDGET**

- 7.1 In accordance with the **Public Libraries Act, R.S.O. 1990, chapter P44, section 24 (1)**, annually the Windsor Public Library Board shall submit to City council, Capital and Operating budget estimates.
- 7.2 The CEO is authorized to operate the library within the approved budgets.



Policy Type: **Governance**

Policy Number: **G-8**

Policy Title: **CEO/Board Relations**

Policy Approved: March 22, 2016

Next Review: 2019

1. POLICY

1.1 In accordance with the **Public Libraries Act, R.S.O. 1990, chapter P44, section 15 (2)**, the Windsor Public Library Board hires a Chief Executive Officer (CEO) who shall plan, direct, and evaluate the operations of the Windsor Public Library and its employees, including:

2. DELEGATION OF AUTHORITY

2.1 The CEO is the Board's only link to the operation of the library. The Library Board directs the CEO through the:

- a)** Documented decisions made at Board meetings;
- b)** Approved written policies;
- c)** Approved budgets, plans and reports;
- d)** CEO job description and performance evaluations.

3. DELEGATION OF RESPONSIBILITIES

3.1 The CEO will:

- a)** Take approved lawful actions in the name of the Windsor Public Library.
- b)** Take actions consistent with the Windsor Public Library mission, vision, values and policies.
- c)** Be responsible for the employment, management and performance of all employees.
- d)** Be responsible in consultation with the City of Windsor for financial planning, budgets and facilities.
- e)** Design, authorize, implement and evaluate all operational procedures, projects and programs.
- f)** Speak on behalf of the Windsor Public Library with regard to planning, operations and programs.

4. CEO EVALUATION

4.1 The Windsor Public Library Board and City of Windsor are jointly responsible to evaluate the performance of the CEO.

4.2 The CEO's performance will be evaluated in accordance with City of Windsor procedures by the Board Chair and the City Clerk.